

The Report of Changes in Organizational Structure (FR Y-10)

GENERAL INSTRUCTIONS

Introduction

Use this form to report information on investments of bank holding companies (BHCs), U.S. banks, and Edge and agreement corporations pertaining to legal companies described in the “Reportable Companies” sections. Also use this form to report commencement of new activities.

This instruction book is divided into the following sections:

- (1) General Instructions, describing overall reporting requirements;
- (2) Specific Instructions for completing the:
 - (a) Cover Page,
 - (b) Characteristics Schedule,
 - (c) Investments and Activities Schedule, and
 - (d) Merger Schedule of the report;
- (3) Glossary;
- (4) Appendices consisting of definitions of legal authority codes and Federal Reserve Board of Governors' activity codes; and
- (5) Detailed examples of how to complete the report form.

Refer to the Glossary for additional information and for definitions of terms used in these instructions.

Reporters are required to prepare and file this report in accordance with these instructions to reflect an accurate representation of their organizational structure. Section 8 of the BHC Act provides for civil monetary penalties that could be levied for the submission of false or misleading reports, failure to submit a report, or the late filing of a report. If it is discovered that information has been reported incorrectly, corrected information must be reported immediately.

Who Must Report

The following companies are required to file this report (Reporters):

- Top-tier BHCs, including U.S. financial holding companies (FHCs);
- State member banks (SMBs) that are not controlled by a BHC (unaffiliated SMBs);
- Edge and agreement corporations that are not controlled by a member bank, a domestic BHC, or a foreign banking organization;
- Nationally chartered banks that are not controlled by a BHC, with regard to their foreign investments only; and
- Foreign banking organizations (FBOs) that are BHCs and not qualifying FBOs or do not qualify for limited exemptions under section 211.23(c) of Regulation K.

Note: The term BHC includes those organizations that have effectively elected to become a FHC.

Where to File

The Reporter should submit the reports to the appropriate Federal Reserve Bank. (see Glossary for definition of appropriate Federal Reserve Bank)

When to Report

All reports required by this form must be received within thirty (30) calendar days of the occurrence of a reportable transaction or event. Earlier submission would aid the Federal Reserve in reviewing and processing the reports.

Reporters that are unable to obtain the required officer's signature on their completed original reports by the reporting deadline may contact the appropriate Federal Reserve Bank to arrange for the timely submission of the required data and the subsequent filing of their signed report.

The original report and one copy should be received within the deadline listed above. The term “reporting deadline” is defined as the date by which a reporter’s completed FR Y-10 is due at the appropriate Federal Reserve Bank.

What Must Be Reported

A first-time reporter must provide the required information about all companies within its organization that are reportable on the FR Y-10 (as defined below) and should enclose an organization chart containing these companies. This organization chart may differ from the one provided for the FR Y-6, Annual Report of Bank Holding Companies, since the list of reportable companies on the FR Y-6 is more comprehensive. Note that the term company includes general and limited partnerships and certain trusts (see Glossary for the complete definition of company).

Reportable Companies:

- Reporters;
- BHCs (including FBOs that are BHCs) and U.S. banks:
 - In which the reporter directly and/or indirectly owns, controls, or holds with power to vote more than 5 percent of the outstanding shares of any class of voting securities; or
 - That the reporter controls whether or not it has an interest in voting securities (see Glossary for definition of control)
 - In addition to any shares of a bank or bank holding company that a reporter directly or indirectly owns, a reporter is deemed to control a bank or bank holding company’s shares that the reporter directly or indirectly (a) holds in a fiduciary capacity (including through an ESOP, ESOT, or similar business trust) for the benefit of the reporter’s employees, members, shareholders, or affiliates, or (b) holds in a fiduciary capacity (regardless of beneficiary) where the holder has had sole discretionary voting rights with respect to the shares for more than two years. A reporter should total up all shares it owns or controls through any and all means to determine whether a bank or bank holding company is a reportable company.
- Any nonbanking company held under Regulation Y (excluding companies held as merchant banking investments but including certain depository institutions, such as savings associations – see Glossary for definition of nonbanking company), and any company, including a foreign bank, held under subpart A of Regulation K (for example, Edge corporations, agreement corporations, and investments/ activities abroad), and any export trading company held under subpart C of Regulation K:
 - In which the reporter, directly and/or indirectly owns, controls, or holds power to vote 25 percent or more of the outstanding shares of any class of voting securities; or
 - That the reporter controls whether or not it has an interest in voting securities (see Glossary for definition of control).
 - In addition to any shares of a nonbanking company that a reporter directly or indirectly owns, a reporter is deemed to control a nonbanking company’s shares that the reporter directly or indirectly holds in a fiduciary capacity (including through an ESOP, ESOT, or similar business trust) for the benefit of the reporter’s employees, members, shareholders, or affiliates. A reporter should total up all shares it owns or controls through any means to determine whether a nonbank is a reportable company.
- Foreign banking organizations (FBOs) that are not qualifying FBOs (QFBOs) or do not qualify for limited exemptions under section 211.23(c) of Regulation K;
- A specific merchant banking or insurance company investment made by an affiliate of a FHC is reportable if the FHC and its affiliates on a combined basis acquire more than 5 percent of the voting shares, assets, or ownership interests of a company engaged in a non-financial activity at a cost that exceeds the lesser of 5 percent of the parent FHC’s Tier 1 capital or \$200 million (see Section C of the Investments and Activities Schedule for more information on reporting merchant banking investments);
- Operating or financial subsidiaries of a nationally chartered bank that is controlled by a BHC;

- Financial or other subsidiaries controlled by an unaffiliated SMB or by a bank that is controlled by a BHC; and
- Any entity not mentioned above that is required to file a financial report with the Federal Reserve System.

Do not report the following:

- Assets other than shares of a company, unless (a) the reporter is deemed to control the company by acquiring all or substantially of the company's assets or (b) the reporter's interest in the company is a reportable merchant banking investment as described in the "Reportable Companies" section above;
- Companies held directly or indirectly (other than reportable merchant banking investments described in the "Reportable Companies" section above) by a Small Business Investment Company registered with the Small Business Administration;
- Companies that are held solely as collateral securing an extension of credit;
- Nonbank companies that a reporter does not control (see Glossary for definition of control), unless the reporter's interest in the company is a reportable merchant banking investment as described in the "Reportable Companies" section above;
- Operating or financial subsidiaries controlled by a nationally chartered bank that is not controlled by a BHC;
- Companies that are controlled by an insurance underwriter unless such companies are (a) the highest-tier provider of a primary line of business (e.g., property/casualty, accident/health), (b) required to file a financial report with the Federal Reserve System, or (c) a reportable merchant banking investment described in the "Reportable Companies" section above;
- An investment company whose only activity is to own assets for the benefit of someone other than the reporter or its affiliates;
- A top-tiered FBO should not report other FBOs or foreign banks it controls on this form. See the FR Y-10F form for reportability of these entities;

- Companies that have been set up as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. These companies become reportable only when they commence an activity;
- Special purpose vehicles (SPV) formed as vehicles for specific leasing transactions; (for example, when an SPV is engaged in a single leasing transaction).
- Companies, other than BHCs and banks, acquired in satisfaction of a debt previously contracted or that were formed solely to hold shares or other assets acquired in satisfaction of a debt previously contracted;
- Companies or other assets that must be divested or conformed in accordance with the BHC Act or the Board's Regulation Y (other than the reportable merchant banking investments described in the "Reportable Companies" section above); and
- Additional activities that have been approved but not yet commenced.

Reportable Transactions:

- Commencement of operations;
- Commencement of an additional activity within a reporter's organization for the first time (once a FHC reports an activity under section 4(k) of the BHC Act, the FHC thereafter may conduct the activity through any part of its *existing* organization without submitting an additional report);
- Acquisitions (including the acquisition of all or substantially all the assets of a bank, BHC, or company), mergers, sales, or transfers of reportable companies;
- Changes to previously reported items (including name, location, legal authority, equity interest, primary activity, business entity type, etc.);
- Termination by a reportable company of a previously reported activity.

All information provided for a particular transaction date or effective date should reflect the structure of the organization as of close of business on that date. For purposes of this report, close of business occurs when the accounting books for the company were closed for the day.

Confidentiality

The completed version of this report is available to the public upon request on an individual basis. However, a reporter may request confidential treatment for portions of the report if the reporter is of the opinion that disclosure of specific information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in an unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing, in a separate letter, concurrently with the submission of the report. The request must discuss the justification for the confidentiality requested and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is not sufficient.

When confidential treatment is requested for an item, that item should be labeled "confidential" and submitted under a separate cover page marked "confidential".

The Board will determine whether information submitted with a request for confidential treatment will be so treated, and will advise the reporter through the appropriate Federal Reserve Bank.

If a determination is made to release any of the confidential information pursuant to a judicial order or other determination, the Board will inform the reporter prior to release of the information. Release of this information is governed by the Board's Rules on the Availability of Information (See 12 CFR part 261).

Filing by Tiered Organizations

The top-tier of a multi-tiered BHC organization should file a single report. A tiered BHC exists when a BHC directly or indirectly controls another BHC.

Additional Reporting Materials and Information Requests

In certain instances (e.g., large mergers or corporate reorganizations) where numerous structure changes occur, the appropriate Federal Reserve Bank may request that a reporter submit additional material, such as before and after organization charts or a narrative description of a complex transaction, to aid in reporting. While these additional materials should be included when reporting complex changes, they will not be accepted as a substitute for the reports.

The reporter should follow the procedures on confidentiality set out above in filing additional information to the report, if applicable.

In instances involving the merger of organizations, the reporter may request information from the appropriate Federal Reserve Bank to assist the reporter in preparing a comprehensive report of the transaction, for example, by providing a report indicating the organizational structure of the nonsurviving reporter prior to the merger.

Report Format

The report is comprised of four parts:

- (1) Cover Page;
- (2) Characteristics Schedule;
- (3) Investments and Activities Schedule; and
- (4) Merger Schedule.

Depending on the nature of reported changes in structure and activity information, it will not always be necessary to file all schedules. Blank schedules should be omitted. Several supporting schedules may be included with one cover page. If more than one entry is needed for a particular submission, multiple copies of the schedule should be submitted.

The top-tier BHC or reporter must complete the *Cover Page* and must include the signature of an officer of the reporter. One submission is defined as all schedules required to be submitted as of one report date. One submission may contain transactions occurring on the same day, or may contain transactions occurring on different days as long as each transaction

is reported within thirty (30) calendar days of its occurrence. The content of each submission will vary depending on the type of transaction being reported.

Use the *Characteristics Schedule* to report the initial establishment of a relationship and all changes to legal names and location information for any reportable company.

Use the *Investments and Activities Schedule* to report acquisitions, sales, transfers, and liquidations of all reportable companies. Also report the commencement or cessation of a business activity by a reportable company and the cessation of reportability of companies on this schedule.

Use the *Merger Schedule* to report survivor and nonsurvivor information, as well as the effective date of the merger.

See the specific instructions for each schedule for more detailed information.

Amended Reports

The Federal Reserve may require the filing of amended pages of the FR Y-10 if previously submitted reports contain errors.

**Specific Instructions for the
Cover Page (FR Y-10)**

Reporter’s Name and Address

Legal Name: Provide the legal name of the top-tier BHC or reporter by which the report is being filed. This is the name as it appears on the papers of incorporation or other legal formation documents.

If the name of the reporter has changed since the last report was filed, provide the new name of the reporter on this line. The name change should also be reported on the Characteristics Schedule.

Street Address, City, County, State/ Province/ Country, Zip/Postal Code: Provide the street address of the reporter’s main office. Do not use a post office box number as the street address. Provide the nine-digit zip code, if available.

Reporter’s Mailing Address (if different from street address): Provide the address to which mailings for the reporter should be sent. The street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Submission Date

Provide the date on which the FR Y-10 was submitted. The submission date is not necessarily the date on which any specific reportable transaction occurred. Information must be received at the appropriate Federal Reserve Bank within 30 calendar days of the occurrence of a reportable transaction or event.

Contact’s Name and Mailing Address for this Report

Name and Title: Provide the printed name and title of the person to contact in reference to this report. This should be the name of the individual that is responsible for the preparation of the report.

Phone Number: Provide the telephone number(s) (including area code) of the person to contact in reference to this report.

Fax Number: Provide the fax number (including area code) of the person to contact in reference to this report.

E-mail Address: Provide the electronic mail address of the person to contact in reference to this report (if available).

Contact’s Mailing Address (if different from above): Provide the address to which mailings for the reporter should be sent. The street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Authorized Officer

Printed Name & Title: Provide the printed name and title of the person who has the power to bind the reporter.

Signature of Officer/Date of Signature: An authorized officer of the reporter must sign and date the cover page of the FR Y-10 to indicate that the report has been reviewed and provides an accurate representation of data being supplied to the Federal Reserve System.

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Enter an “X” in the “Yes” box if the reporter requests confidential treatment for any portion of this submission of the FR Y-10 and submit the required letter as described on page GEN-4 of the instructions. Enter an “X” in the “No” box if not requesting confidential treatment.

**Specific Instructions for the
Characteristics Schedule (FR Y-10)
What to Report**

Use the Characteristics Schedule to:

- Identify and describe reportable companies that have been newly acquired or established by a reporter;
- Change the legal name of any reportable company;
- Change the location of any reportable company; and
- Change other characteristics information of any reportable company.

Characteristics information for each reportable company must be reported within thirty (30) calendar days of the transaction. Use a separate characteristics schedule for each reportable company.

All information provided for a particular transaction date or effective date should reflect the structure of the organization as of close of business on that date. For purposes of this report, close of business occurs when the accounting books for the company were closed for the day.

Check One:

Initial/Update/Correction:

Initial: Check this box to indicate new information not previously reported such as information on a newly formed company.

Update: Check this box to indicate information has changed from a previously reported transaction such as name change or change in voting securities.

Correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided. For example, when a company was reported with an incorrect name. The correct name would be supplied and shown as a correction by using this box.

Section A – Name and Address of the Reportable Company

The first column of Section A of the Characteristics Schedule should be used to report characteristics information for a newly reportable company and new information about a previously reported company. The second column should be used to report prior characteristics information if changes have occurred.

Provide the effective date of updates or corrections.

Item A.1.a - Legal Name

Provide the legal name of the reportable company. This is the name as it appears on the papers of incorporation or other legal formation documents.

Item A.1.b - If name change occurred, Legal Name prior to the change/Effective Date of Name Change

Provide the prior legal name and effective date of the name change.

Item A.2.a – Current Street Address (for BHCs and depository institutions only)

Provide the street address for the headquarters of the reportable company. This is not necessarily the reportable company’s legal location. Do not use a post office box number.

Item A.2.b - If relocation occurred, Street Address prior to the relocation/Effective Date of Relocation

Provide the prior address and the effective date of the relocation.

Item A.3.a – City, County

Provide the current city and county of the reportable company.

Item A.3.b – If relocation occurred, City, County prior to the relocation

If reporting a relocation, provide the prior city and county for the reportable companies.

Item A.4.a – State/Province, Country, Zip/Postal Code

Provide the current state/province, country, and nine-digit zip or postal code, if available.

Item A.4.b – If relocation occurred, State/Province, Country, Zip/Postal Code prior to relocation

Provide the prior state/province, country, and nine-digit zip or postal code, if available.

Section B – Other Characteristics of the Reportable Company

When reporting information in Section B, Section A must also be completed.

Item B.1 - Date Opened (for BHCs and depository institutions only)

Provide the date the reportable company opened for business or became reportable.

Item B.2 - Fiscal Year End (for BHCs only)

Provide the month and day of the reportable company's fiscal year end. Provide the effective date if there is a change in fiscal year end.

Item B.3 – Business Entity Type

Provide the business entity type from the list below. The business entity type selected should be based on the legal documents issued by the chartering or licensing authority or other documents of formation. If no formal charter or license is granted, choose the business entity type that most closely describes the business activities of the company. Note that a reportable change in business entity type is likely to be associated with a change in activity. Provide the effective date of updates or corrections.

If “other holding company”, or “other company” is selected, provide a text description that accurately describes the business entity type.

U.S. commercial bank
Foreign banking organization (FBO)
Foreign bank (other than a FBO)
Industrial bank, industrial loan company,
or Morris Plan bank
Limited charter bank
Savings and loan association

Savings bank
Cooperative bank
Banking Edge or agreement corporation
Depository trust company
Bank holding company (defined in the Board's Regulation Y)
Investment Edge or agreement corporation
Securities underwriter, broker, or dealer
Insurance underwriter, broker, or agent
Nondepository trust company
Other holding company
Other company

Item B.4 - Organization Type

Check the appropriate box to indicate the legal organization type of the reportable company.

If none of the listed descriptions adequately describes the organization type being reported check “other” and provide a text description. Provide the effective date of updates or corrections.

Items B.5 and B.6 are required for nonbanking companies only.

Item B.5 – If the reportable company is a functionally regulated subsidiary, indicate its functional regulator (see Glossary for definition of functionally regulated subsidiary)

Check the appropriate box that identifies the functional regulator that supervises the reportable company. If the subsidiary primarily is regulated by a federal banking agency, check “Not applicable.” Provide the effective date of updates or corrections.

Item B.6 – Is the reportable company a financial subsidiary of a U.S. commercial bank?

Indicate whether the reportable company is a financial subsidiary (see Glossary for definition of financial subsidiary) of a U.S. commercial bank. Check the ‘Yes’ box to indicate that a reportable company is a financial subsidiary or check the ‘No’ box to indicate that it is not a financial subsidiary. Provide the effective date of updates or corrections.

**Specific Instructions for the
Investments and Activities Schedule
(FR Y-10)**

What To Report

Use the Investments and Activities Schedule to report investments in and activities of a reportable company within the reporter’s organization as defined in the General Instructions.

Report each business event as a separate transaction even though several events may have occurred on the same day. For example, if a new subsidiary was established and it acquired a reportable company on the same day, a separate schedule should be filed for each company. The establishment of the new subsidiary should be reported as one transaction on one schedule and the acquisition of the reportable company by the new subsidiary should be reported on a separate schedule.

All information provided for a particular transaction date or effective date should reflect the structure of the organization as of close of business on that date. For purposes of this report, close of business occurs when the accounting books for the company were closed for the day.

The following are examples of business transactions that should be reported on this schedule. A complete description of reportable transactions and the specific events that trigger them is included in the item-by-item instructions on pages I&A 2 through 8 below:

INVESTMENTS:

- Formation of a new BHC, U.S. bank, or nonbank subsidiary;
- Acquisition of more than 5 percent of a class of voting shares or control of a BHC or U.S. bank;
- Certain changes in ownership of shares of a BHC or U.S. bank;
- Acquisition of control of a nonbanking company or a company, including a foreign bank, held under Subpart A of Regulation K;
- Any change in a reporter’s voting interest in a nonbanking company that causes a direct holder’s interest to fall within a different range than that previously reported at item B.4.c;

- Acquisition of all or substantially all the assets of a bank, BHC, or other company;
- The transfer of all or part of a reportable company to another subsidiary within the reporter’s organization;
- Any change that causes a previously reportable company to cease to be reportable; and
- Certain large merchant banking investments.

ACTIVITIES:

- The commencement by a FHC of a new business activity directly or indirectly,
- A change in the primary or secondary activity of any reportable company, and
- A change in the legal authority under which a reporter chooses to conduct an activity,
- The termination of an activity by the reporter or any reportable company.

Note: Do not report activities that have been approved but not yet commenced.

The information reported on the Investments and Activities Schedule should provide an accurate representation of transactions affecting the organizational structure and activities of the reporter's organization. Information on each transaction should be complete and should indicate the type of transaction, when the transaction occurred, the companies involved in the transaction, and the legal authority code that applies to the transaction.

The Investments and Activities Schedule provides space for reporting one investment transaction. If more investments are being reported, duplicate the Investments and Activities Schedule and submit the appropriate number of schedules.

Certain items are required for all transactions while others pertain only to specific types of reportable transactions. See the item descriptions and sample business transactions (Appendix C) for more information.

In certain instances, such as the acquisition or formation of a new company, detailed information on the Investments and Activities Schedule must be accompanied by characteristics information. The characteristics information must be filed on the Characteristics Schedule and included in the report submission.

Check One:

Initial/Update/Correction:

Initial: Check this box to indicate new information not previously reported such as information on a newly formed company.

Update: Check this box to indicate information has changed from a previously reported transaction such as name change or change in voting securities.

Correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Section A—Direct Holder and Reportable Company

Item A.1 - Direct Holder (Parent) Name and Location

Legal Name: This item indicates the direct holder of the reportable company. The top-tier BHC should report information for each direct holder of a reportable company. A top-tier BHC or unaffiliated SMB reporting itself should leave this item blank.

City, State/Province, Country: Provide the city, state/province, country (if non-U.S.) of the direct holder.

Item A.2 – Reportable Company Name and Location

Legal Name: Provide the legal name of the company that is the subject of the transaction. For top-tier BHC and unaffiliated SMB formations and subsequent reports regarding those companies, report the BHC or bank name in this item. For investment transactions, such as acquisitions, sales, or transfers, use the name of the company that was acquired, sold, or transferred. When reporting the commencement or termination of a business activity, the reportable company is the company that is conducting or has ceased to conduct the specified business activity.

Note: When reporting the acquisition of a company whose name subsequently was changed, report the acquisition under the previous name of the company and file a separate report of the name change on the Characteristics Schedule.

City, State/Province, Country: Provide the city, state/province, country (if non-U.S.) of the reportable company.

Item A.3 – Is the reportable company consolidated in the reporter’s financial statements?

Check the appropriate box to indicate whether the reportable company is consolidated in the reporter’s financial statements (FFIEC 031, FFIEC 041 or FR Y-9C).

Section B—Investments

For top-tier BHC and unaffiliated SMB formations, this section need not be reported. Companies that are controlled by an insurance underwriter should be reported in this section only if such companies are (a) the highest tier provider of a primary line of business (e.g., property casualty, accident/health) or (b) required to file a financial report with the Federal Reserve System. *For reporting of merchant banking investments, please refer to Section C.*

Item B.1 - Transaction Type

Check the box that best describes the type of transaction being reported. This item must be reported for all investment transactions. Select a type from the following list.

Change in Ownership/Control: This transaction type should be used to report an increase or decrease in the direct holder’s percent ownership of a class of voting securities in the reportable company. Do not use this item to report liquidations, complete transfers, or sales.

Commencement: To report the commencement of a new relationship with the reportable company.

Liquidation: To report the liquidation of a previously reportable company. Liquidations refer to final distribution of a company’s assets, complete satisfaction of liabilities and closing of all capital

accounts (the company is closed not sold or transferred.) This transaction type may result in the surrendering of a charter, license or franchise to the state chartering authority. This type should not be used to indicate the sale of the reporter's entire interest in a company or transfer.

No Longer Reportable: To indicate that the previously reportable investment in the reportable company no longer meets the reportability criteria. This transaction type should be used for events such as: the voting rights have decreased to less than 5 percent of any class of voting shares of a bank or BHC; control no longer exists for a nonbank investment, or when the nonbank investment ceases to do business.

Sale: This transaction type should be used to report the sale of any direct holder's *entire* equity interest in a company to an unaffiliated company. This transaction type is only used for investments that have been previously reported and are now no longer affiliated with the Reporter. Partial sales of assets or equity in a reportable entity are not covered by this transaction type.

Transfer within the reporter's organizational structure: This transaction type should be used to report the complete transfer of a company from one direct holder within the reporter's organization to another direct holder within the same reporter's organization. The new direct holder should be reported in Section A. The former direct holder should be reported in Section B, Item 3. This transaction type should *not* be used for partial transfers of shares within a Reporter's organization. Partial transfers should be reported as a *Commencement* or *Change In Ownership/Control* by the acquiring direct holder and a decreased investment by the selling (transferring) direct holder.

Other: Provide a text description for transactions that cannot be classified using the transaction types listed above.

Item B.2 - Transaction Date

Provide the date on which the transaction occurred.

Item B.3 - Legal name of the former direct holder if Transfer

If the transaction type being reported in Item B.1 is *Transfer within the reporter's organizational structure*, report in this item the legal name and location of the reporter that was formerly the direct holder of the reportable company. This item needs to be completed only by the new direct holder of the reportable company.

Item B.4 – Ownership/Control by the Direct Holder

For purposes of Item B.4, the term voting interest includes owning, controlling, or holding voting power for voting securities. The term aggregate voting interest is used to refer to the total voting interest held by a reporter, directly and/or indirectly. For purposes of this form, a reporter is deemed indirectly to control shares held by any bank or other company that the reporter controls through a voting interest or otherwise.

Therefore, some companies held under Regulation K will be reportable even though they are not subsidiaries as defined in that regulation.

See 12 CFR § 211.2(w).

When a reporter through multiple direct holders owns or controls shares of a voting class of a company's securities, the reporter should determine if the company is reportable by aggregating all the shares of that class controlled by the multiple direct holders. A reporter that has multiple direct holders of shares of a reportable company should prepare a separate Investments and Activities schedule for each direct holder of shares.

If a reporter directly or indirectly controls shares of more than one voting class of a company's securities, control of a percentage of any such class sufficient to meet the relevant reportability threshold (i.e., 5 percent for banks and BHCs; 25 percent for nonbanking companies) is sufficient to cause the company to be reportable. The reporter should report information for the class of voting securities in which its ownership interest is greatest on a percentage basis for each direct holder.

Note: Securities that are immediately convertible into voting securities at the holder's option are deemed to be share of the class to which they are convertible.

For information about how properly to calculate a voting interest in a bank, BHC, or other company, see the provisions of the Glossary to this form and of the Board's Regulation Y relating to voting securities and control (see sections 225.2(e), (k), and (q)(1)-(3) of Regulation Y (definitions of control, outstanding shares, voting securities, nonvoting shares, and class of voting shares, respectively); see also section 225.31(d) of Regulation Y (rebuttable presumptions of control)). If a reporter is uncertain about how to calculate a voting interest or is uncertain as to whether a basis of control exists, it should contact staff of the Board's Legal Division.

Items B.4.a and B.4.b apply ONLY if the reportable investment is a bank or BHC (see the Glossary for the applicable definition of bank or BHC)

A reporter's investment in a bank or BHC is reportable when:

- The reporter acquires an aggregate voting interest of more than 5 percent of the outstanding shares of any class of voting securities (see Item B.4.a); or
- The reporter acquires control of the bank or BHC through means other than voting interest (see item B.4.d); or
- The reporter's aggregate voting interest, when rounded down to the nearest whole percentage, changes by one percent or more (see item B.4.a).

Item B.4.a – Exact percentage of outstanding shares in a class of voting securities

A reporter that has an aggregate voting interest of more than 5 percent of the outstanding shares of any class of voting securities of a bank or BHC must report the exact percentage of its voting interest, rounded down to the nearest whole percentage. *Exception: a 50.01% interest should be reported as 51%, not rounded to 50%, in accordance with generally accepted accounting principles (GAAP).*

A change in a reporter's aggregate voting interest is reportable if, following the changes, the reporter's percent interest, when rounded down, is different than the percentage previously reported. If the reporter holds its interest through more than one

company, the reporter need only submit a separate Investments and Activities schedule for the direct holder(s) whose interest(s) changed.

Item B.4.b -- Exact percentage of nonvoting equity

A nonvoting equity interest in a BHC or bank does not render the BHC or bank a reportable company unless that nonvoting interest, alone or in combination with other factors, constitutes a basis of control (see Glossary for definition of control). However, for each bank or BHC that otherwise is reportable, the reporter must report the exact percentage it controls of the bank or BHC's total nonvoting equity (if 25 percent or more), rounded down to the nearest whole percentage. If the reporter's total nonvoting equity interest is held through more than one company, the reporter should report the percentage of total nonvoting equity controlled by each direct holder on a separate Investments and Activities Schedule.

Item B.4.c applies ONLY if the reportable company is a nonbanking company (see the Glossary for the applicable definition of nonbanking company) or an interest held under subpart A or C of Regulation K:

A reporter's investment in a nonbanking company held under Regulation Y (other than a company held as a merchant banking investment) or a foreign bank or nonbanking company held under subpart A or C of Regulation K is reportable when:

- The reporter acquires an aggregate voting interest of 25 percent or more of the outstanding shares of any class of voting securities (see Item B.4.c); or
- The reporter acquires control of a company or foreign bank through means other than a voting interest (see Item B.4.d); or
- The reporter's aggregate voting interest in a nonbanking company changes and, as a result of the change, the reporter's interest falls within a different percentage range than that previously reported (see instructions for Item B.4.c).

Item B.4.c -- Ownership interest in a class of voting securities

A reporter must report its aggregate voting interest in a company when the reporter acquires 25 percent or

more of the outstanding shares of any class of the company's voting securities.

Voting interests in nonbanking companies and companies held under subparts A and C of Regulation K need not be reported on an exact percentage basis. Rather, the reporter should check the box indicating the appropriate range of the voting interest of each direct holder. When choosing the appropriate range, round down to the nearest whole percentage. *Exception: a 50.01% interest should be reported as 51%, not rounded to 50%.*

A change in a reporter's voting interest in a company is reportable only if the change results in one or more direct holder(s) holding a voting interest that is outside the range of that it previously reported. In such cases, the reporter should provide an updated Investments and Activities schedule for the appropriate direct holder(s) indicating the appropriate range for the direct holder's new voting interest.

Item B.4.d must be completed for ALL banks, BHCs, and other companies reportable under Section B:

Item B.4.d -- Other basis of control

Check the appropriate box to indicate whether the reporter controls the reportable company through means other than a voting interest. See the Glossary for the complete definition of control.

As indicated above, a reporter that is uncertain about whether or not it controls a bank, BHC, or nonbanking company should consult with staff of the Board's Legal Division.

Section C—Merchant Banking Activities and Reportable Merchant Banking and Insurance Company Investments

When reporting information about merchant banking and investment activities, provide the current legal name of the reportable company from Section A.

General Description of Authority

A FHC that conducts merchant banking activities pursuant to section 4(k)(4)(H) of the BHC Act (see Glossary for definition of merchant banking) may invest in any nonfinancial company, so long as the investment is not made by or on behalf of a

depository institution or a subsidiary of a depository institution (see 12 U.S.C. § 1843(k)(4)(H); and 12 CFR § 225.170 *et seq.*). A FHC also may make insurance company investments through a subsidiary that predominantly is engaged in underwriting insurance (other than credit-related insurance) or providing or issuing annuities (see 12 U.S.C. § 1843(k)(4)(I)).

Merchant banking and insurance company investments by definition involve investments in companies that engage in *nonfinancial* activities. An acquisition of an interest in a company that only engages in financial activities is not considered a merchant banking or insurance company investment, even if the FHC acquires the interest purely for investment purposes. Acquisitions of companies engaged in financial activities therefore, should be reported in accordance with the instructions in Section B above.

Commencement of Merchant Banking or Insurance Company Activity, De novo, or Acquisition of a Going Concern

A FHC must report commencement of the merchant banking or insurance company investment activity de novo in accordance with the instructions for Sections B and D. In Section D, the FHC would report merchant banking or insurance company investments, as applicable, as a new activity. Responses to the questions in Section C would be required only if an investment made in connection with commencement of the merchant banking or insurance company investment activity met the requirements for filing Section C, as discussed in more detail below.

A FHC also must report the acquisition of control of a going concern that is engaged in merchant banking or insurance company investment activities in accordance with the instructions for Sections A, B, and D. For such acquisitions, the FHC would report the merchant banking or insurance company investment activity in Section D only if merchant banking were the primary or secondary activity of the acquired company.

Reporting Particular Investments made under Merchant Banking or Insurance Company Investment Authority

Generally, particular investments in a nonfinancial company made by a FHC under its merchant banking or insurance company investment authority are not reportable. However, a particular investment must be reported in accordance with this Section C if, and only if, the FHC's investment in a particular nonfinancial company is made as part of a merchant banking or insurance company investment activity and the FHC on a consolidated basis (directly and/or indirectly through any of its subsidiaries):

- Acquires more than 5 percent of the voting shares, assets, or ownership interests of the company (including an interest in a private equity fund); and
- The total cost of the investment exceeds the lesser of \$200 million or 5 percent of the FHC's Tier 1 capital (companies that are not required to report Tier 1 capital should instead measure the cost of the investment as a percentage of their total risk-based capital to determine reportability).

To satisfy the applicable notice requirements in Regulation Y (see 12 CFR §§ 225.87(b)(4) and 225.175(c)(2)), a FHC must report an investment in a nonfinancial company within 30 days of the *initial* date on which the FHC's investment meets the above criteria. A FHC filing a FR Y-10 to report a merchant banking investment should only submit one Investments & Activities schedule that describes its interest in the company and should only provide the information requested in this Section and in Section A, items 1 and 2.

The Characteristics Schedule and Section D of this Schedule are not required in connection with a report of a large merchant banking investment.

Changes to Previously Reported Investments

Updates to previously reported merchant banking investments (e.g., incremental increases in investment or divestitures of a particular investment) are not reportable.

Item C.1 -- Percentage interest in the reportable company

Report each direct holder's percentage interest in the reportable company it is holding as a merchant banking or insurance company investment and check the appropriate box to indicate whether the interest is in voting equity or other ownership interest, or in assets. If the FHC made its initial merchant banking investment in a company through more than one direct holder, the FHC should only submit one Investments and Activities Schedule. The FHC should identify one direct holder in Section A of this schedule and submit a list that identifies the remaining direct holders of the initial investment. Report the percentage interest, rounded down to the nearest whole percentage. *Exception: a 50.01% interest should be reported as 51%, not rounded to 50%.*

Item C.2 -- Cost of investment

Report the FHC's initial aggregate cost (e.g., consolidated organization cost), rounded to the nearest million dollars.

Item C.3 -- Transaction Date

Provide the date on which the initial investment was made.

Section D—Activities

The appropriate Item(s) of this Schedule should be completed in connection with the following events:

- An initial report in which the reporter reports its own primary and secondary activities;
- Acquisition of and/or commencement of business at a reportable bank or BHC;
- Commencement de novo of a financial activity through an existing subsidiary of a FHC, if the FHC previously has not notified the appropriate Federal Reserve Bank that the FHC is engaged in the activity;
- Acquisition by a FHC of control of a company that is engaged in a financial or incidental activity;
- Acquisition by a BHC of control of a going concern that is engaged in a nonbanking activity;
- A change in the primary or secondary activity of any reportable company (including changes that

result from commencing a new activity at the reportable company);

- The termination of any activity at a previously reported company;
- A change in the legal authority under which a reportable company conducts a primary or secondary activity; and
- Post transaction notice for section 4(k)(4) of the BHC Act.

For each reportable activity transaction, the reporter must provide an activity code that describes the activity being reported. The reporter should consult Appendix B (Federal Reserve Board of Governors' Activity Codes) and enter the alphanumeric code that best describes the activity being reported. If, and only if, an activity is not listed in Appendix B, the reporter should select a Northern American Industry Classification System (NAICS) code that describes the activity. For more information about NAICS codes, consult the Census Bureau's web site <http://www.census.gov/epcd/www/naics.html>.

When using NAICS codes, restrict your selection to four digits.

When reporting information about the legal authority under which an activity is conducted, the reporter should choose the appropriate legal authority from Appendix A (Federal Reserve Board of Governors' Legal Authority Codes).

Item D.1 applies ONLY to activities conducted by FHCs under section 4(k) of the BHC Act.

Item D.1 -- Post-transaction notice of a financial activity conducted under section 4(k) of the BHC Act

A FHC must use this section to satisfy the post-transaction notice requirement of section 4(k) of the BHC Act and section 225.87 of Regulation Y to identify the new activity it has commenced or the activity of the company it has acquired, as appropriate.

Commencement of an activity de novo through an existing subsidiary A FHC that commences a financial activity under section 4(k) of the BHC Act for the first time through a subsidiary it already controls must complete this item. The FHC thereafter may engage in the activity through any of

its *existing* subsidiaries without filing an additional post transaction notice, Item D.1.

A FHC that commences an activity simultaneously through more than one subsidiary need only submit one report. Section A of the Investments & Activities Schedule should be used to identify one subsidiary through which the activity was commenced, and the reporter should attach a list indicating the name and address of all other subsidiaries that simultaneously commenced the activity. Because primary and secondary activities of a going concern are determined as of a company's most recent fiscal year end, items D.2 and D.3 below are not required in connection with commencing a new financial activity de novo.

Acquisition of control of a company engaged in a financial activity. A FHC also is required to submit a post-transaction notice after acquiring control, under section 4(k) of the BHC Act, of a company engaged in a financial activity, regardless of whether the FHC already is engaged in the activity elsewhere within its organization. A FHC that has acquired a new company engaged in a financial activity must provide complete structure information for the newly reportable company, including items D.2 and D.3 below.

Items D.2 through D.4 are relevant for FHCs reporting the commencement of financial activities de novo through an existing subsidiary in Item D.1 above, complete items 2 and 3 below only when the new activities are considered to be primary or secondary.

Item D.2 -- Primary Activity

Provide information about a company's primary activity when reporting the company for the first time and when the primary activity changes. For going concerns, the primary activity is the activity that generated the largest percentage of the company's gross revenue as of the company's most recent fiscal year end. For companies that are commencing business or have not operated for an entire fiscal year, the primary activity is the activity that the reporter expects to generate the largest percentage of the company's gross revenue during the current fiscal year. Information about the legal authority under which a company conducts the activity is required.

Changes in legal authority A change in the legal authority under which a reportable company conducts a primary activity also is reportable. (For example, a FHC that conducts nonbanking activities through a reportable company under section 4(c)(8) of the BHC Act may instead choose to conduct the activity under section 4(k).)

Transaction type: Check the appropriate box to indicate whether the reporter is reporting the commencement of a primary activity in connection with an initial report or a change with respect to the primary activity of a previously reported company.

Commencement: This transaction type should be used when reporting a company for the first time.

Update: This transaction type should be used to report changes to a previously reported primary activity or the legal authority under which it is conducted.

Transaction date: Provide the date on which the activity was commenced or on which the reportable change occurred.

Legal authority code: Enter the code from Appendix A that identifies the legal authority under which the activity is conducted. If code 999 "Other" is chosen, please provide a text explanation.

Activity code: Enter the FRS Activity code from Appendix B that best describes the primary activity of the reportable company. If, and only if, the activity is not described in Appendix B, enter the appropriate NAICS code, restricting your selection to four digits. In the event that an activity is listed neither in Appendix B nor the NAICS codes, provide a text description of the activity in the space provided.

Description of activity: A text description of an activity must be entered only when a reporter cannot identify either a FRS Activity Code or a NAICS code that corresponds to the activity.

Item D.3 -- Secondary Activity

If the reportable company is engaged in more than one activity, report information on the company's secondary activity. For going concerns, the

secondary activity is the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year end. For companies that are commencing business or that have not operated for an entire fiscal year, the secondary activity is the activity that the reporter expects to generate the second largest percentage of the company's gross revenue during the current fiscal year.

Check the appropriate box to indicate whether the company is reporting a commencement or an update. In addition, report the transaction date, activity code (or, where relevant, a description of the activity), and legal authority code. For detailed instructions on how to complete these items, see the instructions for Item D.2 above.

Item D.4 -- Termination of any activity

Item D.4 should be completed when a reportable company ceases to engage in an activity previously reported in items D.2, or D.3. The reporter should provide the activity code that identifies the terminated activity. If a reportable company has become totally inactive, report "ALL" in the activity code field to indicate that all business activities have ceased.

A reporter should complete this item when it no longer engages in an activity through any part of its organization. In that case, the reporter should report itself as the reportable company, provide the activity code that identifies the terminated activity, and report "ALL" in the activity code field to indicate that all reportable companies held by the reporter have ceased engaging in the activity.

Specific Instructions for the Merger Schedule (FR Y-10)

Use this schedule to report the merger of a previously reportable company with any other company, including another subsidiary of the reporter. If the previously reportable company is the nonsurvivor and is involved in a merger with a company that is not reportable, report this transactions as a sale on the Investments and Activities Schedule.

All information provided for a particular transaction date or effective date should reflect the structure of the organization as of close of business on that date. For purposes of this report, close of business occurs when the accounting books for the company were closed for the day.

Check one:

Initial/ Correction:

Initial: Check this box to indicate new information not previously reported such as information on a newly formed company.

Correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Item 1 – Legal Date of Merger

Provide the legal date of the merger.

Item 2 - Survivor Name and Location

Legal Name: Provide the legal name of the surviving company. The survivor of a merger is considered to be the predominant entity based on management control or majority of assets, regardless of whose charter is retained.

City, State/Province, Country: Provide the location of the surviving company.

Item 3 - Nonsurvivor Name and Location

Legal Name: Provide the legal name of the nonsurviving company.

City, State/Province, Country: Provide the location of the nonsurviving company.

Item 4 applies to U.S. bank mergers involving a commercial bank, savings bank, savings and loan, private bank, nondepository trust company or industrial bank.

Item 4 - Did the head office of the nonsurvivor continue as a branch of the survivor?

If the former head office of the company that ceased to exist (non-survivor) continues as a branch of the surviving company after the merger, enter an “X” in the “Yes” box. If the former head office did not continue as a branch of the surviving company, enter an “X” in the “No” box.

FR Y-10 and Y-10F Glossary

Activity Codes: The Federal Reserve Board of Governors' alphanumeric codes describing the activities of a company. Where activities engaged in are not covered by the Board of Governors alphanumeric activity codes, North American Industrial Classification System (NAICS) codes should be used. For additional information on NAICS codes, see <http://www.census.gov/epcd/www/naics.html> or contact the appropriate Federal Reserve Bank.

Affiliate: A company that controls, is controlled by, or is under common control with another company.

Agreement Corporation: A state-chartered corporation that has entered into an agreement with the Federal Reserve Board under the provisions of Section 25 of the Federal Reserve Act to limit its banking activities to those permitted to an Edge corporation.

Appropriate Federal Reserve Bank: Unless otherwise determined by the Board:

- (i) for a bank holding company (or a company applying to become a bank holding company), the Reserve Bank of the Federal Reserve District in which the company's banking operations are principally conducted, as measured by total domestic deposits in its subsidiary banks on the date it became (or will become) a bank holding company;
- (ii) for a foreign banking organization that has no subsidiary bank and is not a bank holding company, the Reserve Bank of the Federal Reserve District in which the total assets of the organization's United States branches, agencies, commercial lending companies, Edge corporations and agreement corporations are the largest as of the later of January 1, 1980, or the date it became (or will become) a foreign banking organization. (12 CFR §225.3(b)); or
- (iii) for an unaffiliated state member bank, a nationally chartered bank, or an Edge or agreement corporation, the Federal Reserve District in which it is physically located.

Bank: Bank means --

- (i) A national bank, state bank, or district bank (or any former savings association that has converted from a savings association charter and is a Savings Association Insurance Fund member), the deposits of which are insured in accordance with the provisions of the Federal Deposit Insurance Act (see 12 U.S.C. § 1813(a), (h)); or
- (ii) An institution organized under the laws of the United States that both ---
 - a) Accepts demand deposits or deposits that the depositor may withdraw by check or similar means for payment to third parties or others; and
 - b) Is engaged in the business of making commercial loans.

Bank does not include the institutions that section 2(c)(2) of the BHC Act specifically exempts from the definition of bank (see 12 U.S.C. § 1841(c)(2)). These institutions include but are not limited to foreign banks that have an insured or uninsured branch in the United States; federal savings associations; federal savings banks; credit unions; and credit card banks.

Bank Holding Company (BHC): Any company that has control over any bank or over any company that is or becomes a bank holding company by virtue of the BHC Act, subject to the provisions of Section 2(a) of the BHC Act. (12 U.S.C. 1841(a)).

Banking Companies: U.S. commercial banks, Edge and agreement corporations, non-deposit trust companies that are members of the Federal Reserve System. Banking companies also include commercial lending companies.

Banking Offices: Foreign branches of member banks, BHCs, Edge and agreement corporations and their foreign investment subsidiaries (other than in the country of incorporation), U.S. branches, agencies, representative offices, and managed non-U.S. branches of FBOs.

BHC Act: The Bank Holding Company Act of 1956, as amended (12 U.S.C. 1841 et seq.).

Commercial Lending Company: Any organization, other than a bank or an organization operating under Section 25 of the Federal Reserve Act (12 U.S.C. 601-604(a)), organized under the laws of any state that maintains credit balances permissible for an agency and engages in the business of making commercial loans. Commercial lending company includes any company chartered under article XII of the banking law of the State of New York. (12 CFR § 211.21(g)).

Company: Any corporation, partnership, business trust, association, or similar organization, or any other trust unless by its terms it must terminate within twenty-five years or not later than twenty-one years and ten months after the death of individuals living on the effective date of the trust, but shall not include any corporation the majority of shares of which are owned by the United States or by any State. (12 U.S.C. 1841(b)).

Control and Related Definitions

(A) Control (12CFR §225.2(e)): Control of a bank or other company means:

- (i) Ownership, control, or power to vote 25 percent or more of the outstanding shares of any class of voting securities of the bank or other company, directly, indirectly, or acting through one or more other persons;
- (ii) Control in any manner over the election of a majority of the directors, trustees, or general partners (or individuals exercising similar functions) of the bank or other company;
- (iii) The power to exercise, directly or indirectly, a controlling influence over the management or policies of the bank or other company, as determined by the Board after notice and opportunity for hearing in accordance with section 225.31 of subpart D of Regulation Y; or
- (iv) Conditioning in any manner the transfer of 25 percent or more of the outstanding shares of any class of voting securities of a bank or other company upon the transfer of 25 percent or more of the outstanding shares of any class of voting securities of another bank or other company.

A bank or other company is deemed to control voting securities or assets owned, controlled, or held directly or indirectly:

- (i) By any subsidiary of the bank or other company;

- (ii) In a fiduciary capacity (including by pension and profit-sharing trusts) for the benefit of the shareholders, members, or employees (or individuals serving in similar capacities) of the bank or other company or of any of its subsidiaries; or
- (iii) In a fiduciary capacity for the benefit of the bank or other company or any of its subsidiaries.

(B) Rebuttable Presumptions of Control (12CFR §225.31(d)): The following rebuttable presumptions of control shall be used for determining the existence of a control relationship under the definition of control listed above:

- (1) *Control of voting securities.*

- (i) *Securities convertible into voting securities.*

A company that owns, controls, or holds securities that are immediately convertible, at the option of the holder or owner, into voting securities of a bank or other company, controls the voting securities.

- (ii) *Option or restriction on voting securities.*

A company that enters into an agreement or understanding under which the rights of a holder of voting securities of a bank or other company are restricted in any manner controls the securities. This presumption does not apply where the agreement or understanding --

- a) Is a mutual agreement among shareholders granting to each other a right of first refusal with respect to their shares;
- b) Is incident to a bona fide loan transaction; or
- c) Relates to restrictions on transferability and continues only for the time necessary to obtain approval from the appropriate federal supervisory authority with respect to acquisition by the company of the securities.

- (2) *Control over company.*

- (i) *Management agreement.* A company that enters into any agreement or understanding with a bank or other company (other than an investment advisory agreement), such as a management contract under which the first company or any of its subsidiaries directs or exercises significant influence over the general management or overall operations of the bank or other company controls the bank or other company.

- (ii) *Shares controlled by company and associated individuals.* A company that, together with its management officials or controlling shareholders (including members of the immediate families of either) owns, controls, or holds with power to vote 25 percent or more of the outstanding shares of any class of voting securities of a bank or other company controls the bank or other company, if the first company owns, controls, or holds with power to vote more than 5 percent of the outstanding shares of any class of voting securities of the bank or other company.
- (iii) *Common management officials.* A company that has one or more management officials in common with a bank or other company controls the bank or other company, if the first company owns, controls, or holds with power to vote more than 5 percent of the outstanding shares of any class of voting securities of the bank or other company, and no other person controls as much as 5 percent of the outstanding shares of any class of voting securities of the bank or other company.
- (iv) *Shares held as fiduciary.* The presumptions in paragraph (2)(ii) and (iii) above do not apply if the securities are held by the company in a fiduciary capacity without the sole discretionary authority to exercise the voting rights.

(3) *Absence of control.*

For presumptions of noncontrol of a bank or other company, see section 225.31(e) of Regulation Y (12 CFR § 225.31(e)).

(C) Other Means of Control

- (i) *Control based on nonvoting equity.* In some cases, a reporter that owns a large percentage of the nonvoting equity of a bank or other company may be deemed to control that bank or company. If a reporter controls more than 25 percent of the nonvoting equity of a bank or other company, the reporter should consult staff of the Board’s Legal Division to discuss whether a company or bank is controlled and, therefore, reportable.
- (ii) *Acquisition of all or substantially all assets.* A company that acquires all or substantially all the assets of a bank or other company is deemed to have acquired control of that bank or other company.

(D) Is a Security Voting or Nonvoting?:

(1) *Voting Securities.* Shares of common or preferred stock, general or limited partnership shares or interests, or similar interests are voting securities if the shares or interests, by statute, charter, or in any manner, entitle the holder:

- (i) to vote for or to select directors, trustees, or partners (or persons exercising similar functions of the issuing company); or
- (ii) to vote on or to direct the conduct of the operations or other significant policies of the issuing company.

(2) *Nonvoting securities.* Certain preferred shares, limited partnership shares or interests, or similar interests (including some shares or interests that entitle the shareholder to vote for specific matters) are not considered “voting securities” for purposes of Regulation Y. To be considered a nonvoting security, the shares or interests must meet all three of the following criteria:

- (i) The voting rights, if any, associated with the shares or interests must be limited solely to the type of voting rights that corporate laws typically provide regarding matters that would significantly and adversely affect the rights or preference of the security or interest (for example, voting rights regarding the modification of the terms of the security or interest, the dissolution of the issuing company, or the payment of dividends by the issuing company when preferred dividends are in arrears);
- (ii) The shares or interests must represent an essentially passive investment or financing device and must not otherwise provide the holder with control over the issuing company (for example, the interest is less than 10 percent of total equity and the shareholder does not participate in the management of the company); and
- (iii) The shares or interests must not in any manner entitle the holder to select or to vote for the selection of directors, trustees, or partners (or persons exercising similar functions) of the issuing company.

Please see 12CFR §225.2(q) for a more detailed explanation of the criteria used to determine whether a security is voting or nonvoting.

(E) Class of Voting Shares: Shares of stock issued by a single issuer are deemed to be the same class of voting shares, regardless of differences in dividend rights or liquidation preference, if the shares are

voted together as a single class on all matters for which the shares have voting rights, other than matters described in 12 CFR § 225.2(q)(2)(i) that affect solely the rights or preferences of the shares.

(F) Controlled in the Aggregate: When two or more direct holders that are part of the same reporter's organization have a voting equity position in a company that if added together would result in the company being controlled within the reporter's organizational structure. For example, BHC A owns 15% of nonbank Z. BHC B owns 15% of the same nonbank Z. BHC A is a subsidiary of BHC B, which is in turn a subsidiary of top-tier BHC C. When these investments are added together the investment in nonbank Z equals 30% and results in control in the aggregate within BHC C's organization.

De novo: A newly chartered bank or company, a newly opened branch office or a newly commenced activity.

Depository Institution: An institution defined in 12 CFR § 225.2(t) or 12 CFR § 204.2(m)(1).

Directly or Indirectly: Activities or investments of the organization or of any subsidiary of the organization.

Edge Corporation: A corporation chartered under Section 25A of the Federal Reserve Act to engage in international banking and financial operations.

Engaged in Business in the U.S.: Maintaining and operating an office (other than a representative office) or subsidiary in the United States. (12 CFR § 211.2(g)).

Financial Holding Company (FHC): A BHC or FBO that effectively has elected to be or be treated as a financial holding company and therefore may conduct activities as outlined in Section 4(k) of the BHC Act.

Financial Subsidiary: A subsidiary of a commercial bank, as defined in Section 121 of the Gramm-Leach-Bliley Act of 1999, 12 CFR § 208.77(e), or Section 46 of the Federal Deposit Insurance Act.

Foreign Bank: An organization that is organized under the laws of a foreign country and that engages directly in the business of banking outside the United

States. The term foreign bank does not include a central bank of a foreign country that does not engage or seek to engage in a commercial banking business in the United States through an office. (12 CFR § 211.21(n)).

Foreign Banking Organization (FBO): A foreign bank organized under the laws of a foreign country that engages directly in the business of banking outside the United States and that operates a branch, agency, or commercial lending company subsidiary in the United States, or that controls a bank in the United States and any company of which the foreign bank is a subsidiary. Unless otherwise noted in these instructions, the term FBO includes foreign financial holding companies. For purposes of this report "foreign banking organization" also includes a foreign bank that controls an Edge or agreement corporation. (12 CFR § 211.2(m) and (n)). The term FBO does not include an agency of a foreign government. Please also refer to the definition for Qualified Foreign Banking Organization.

Foreign Investment: A company acquired pursuant to Subparts A and C of Regulation K (12 CFR 211).

Functionally Regulated Subsidiary: Any subsidiary that is not a BHC or a depository institution and is regulated by one of the following U.S. regulators: State securities department, SEC and CFTC, State insurance commissioner, SEC, or CFTC. Companies subject to functional regulation are:

- (i) a broker or dealer registered under the Securities and Exchange Act of 1934;
- (ii) a registered investment adviser, properly registered by or on behalf of either the Securities and Exchange Commission or any State, with respect to the investment advisory activities of such investment adviser and activities incidental to such investment advisory activities,
- (iii) an investment company that is registered under the Investment Company Act of 1940;
- (iv) an insurance company, with respect to insurance activities of the insurance company and activities incidental to such insurance activities, that is subject to supervision by a State insurance commission; or
- (v) a company that is subject to regulation by the Commodity Futures Trading Commission, with respect to the commodities activities of such

company and activities incidental to such commodities activities.

See 12 U.S.C. 1844(c)(2)(B).

Limited Charter Bank: A bank that offers only a narrow product line (such as credit cards or motor vehicle loans) for which a designation as a limited charter bank is in effect. To be considered a limited charter bank a bank needs to request such designation and receive approval from its primary regulator in accordance with the provisions listed in the CRA regulation (12 CFR 25.25).

Managed Non-U.S. Branch: A banking branch of an FBO that is located outside the U.S. but is managed or controlled by a branch or agency of that FBO that is located in the United States. Managed or controlled means that the responsibility for business decisions, including but not limited to decisions with regard to lending or asset management or funding or liability management, or the responsibility for recordkeeping in respect of assets or liabilities for that foreign branch resides at a U.S. branch or agency.

Merchant Banking: Merchant banking is the activity of acquiring or controlling any amount of shares, assets, or ownership interests of a company or other entity that is engaged in any activity not otherwise authorized for a financial holding company under section 4 of the BHC Act. Merchant banking activities must be conducted in accordance with Subpart J of Regulation Y (12 CFR § 225.170 *et seq.*)

Nonbanking company: Any company other than a bank, BHC, or FBO as those terms are defined above in this Glossary and at section 2(c) of the BHC Act (12 U.S.C. § 1841(c)). Nonbanking companies include finance companies; savings associations, as defined at section 2(j) of the BHC Act (12 U.S.C. § 1841(j)); and certain institutions that function solely in a fiduciary capacity, as described at section 2(c)(2) of the BHC Act (12 U.S.C. 1841(c)(2)).

Nonvoting Securities: Preferred shares, limited partnership shares or interests, or similar interests, and are not voting securities if:

- (i) any voting rights associated with the shares or interest are limited solely to the type customarily provided by statute with regard to matters that would significantly and adversely affect the

rights or preference of the security or other interest, such as the issuance of additional amounts or classes of senior securities, the modification of the terms of the security or interest, the dissolution of the issuing company, or the payment of dividends by the issuing company when preferred dividends are in arrears;

- (ii) shares or interest represent an essentially passive investment or financing device and do not otherwise provide the holder with control over the issuing company; and
- (iii) the shares or interest do not entitle the holder, by statute, charter, or in any manner, to select or to vote for the selection of directors, trustees, or partners (or persons exercising similar functions) of the issuing company.

Qualified Foreign Banking Organization: A foreign banking organization more than half of whose worldwide business is banking and more than half of whose banking business is outside the United States. See 12 C.F.R. section 211.23(a).

Note: Certain organizations that do not meet this requirement may be eligible for limited exemptions (see 12 U.S.C. § 211.23(c)).

Representative Office: Any place of business of a foreign bank, located in any state within the United States, that is not a branch or agency of a foreign bank. (see 12 U.S.C. § 3101(15)).

State Member Bank (SMB): A state chartered bank that is a member of the Federal Reserve System.

Subsidiary: For purposes of this form, a subsidiary is a company or bank that is controlled by another company, as control is defined above in this Glossary. For example, a subsidiary is a company in which another company owns, controls, or holds with power to vote 25 percent or more of the outstanding shares of a class of voting securities.

Tiered Reporter: A BHC, FBO or FHC that has a controlling interest in another BHC, FBO or FHC.

Unaffiliated State Member Bank (Unaffiliated SMB): A state member bank that is not a subsidiary of a BHC or FHC.

U.S. branches and agencies of foreign banks: Branches and agencies of FBOs that operate as a U.S.

office of their foreign parent bank. The branch or agency may be licensed by the U.S. Government, or by a state of the U.S. As defined by Section 1 of the International Banking Act of 1978 (12 U.S.C. 3101), a “branch” means any office or any place of business of a foreign bank located in any state of the U.S. at which deposits are received. Generally, an “agency” means any office or any place of business of a foreign bank located in any state of the U.S. at which credit balances are maintained incidental to or arising

out of the exercise of banking powers, checks are paid, or money is lent but at which deposits *may not* be accepted from citizens or residents of the U.S.

Appendix A
Federal Reserve Board Legal Authority Codes

*Note: Appendix A contains codes that apply to both domestic and foreign organizations and codes that apply only to foreign organizations. Therefore, not all codes will be applicable to all reporters. Unless otherwise noted, all section references are to the Bank Holding Company Act (12 U.S.C. § 1841 *et seq.*).*

| <i>Code</i> | <i>Provision</i> |
|-------------|---|
| 7 | Section 3—Acquisitions of shares of or mergers with a bank holding company, or acquisition of shares or control of a bank. |
| 14 | Section 4(c)(i)/(ii)—Engaging in nonbanking activities in reliance on the grandfather provisions of section 4(c)(i)/(ii) of the BHC Act. This code only may be used by the tax-exempt labor, agricultural, and horticultural organizations and the family-owned bank holding companies described in section 4(c)(i)/(ii). |
| 17 | Section 4(c)(1)—Servicing and safe deposit activities that are permissible without Board approval. |
| 22 | Section 4(c)(5)—An investment by a bank holding company or its nonbank subsidiary if the investment specifically is authorized by federal statute for a national bank. Shares held under this authority must be of the kinds and amounts explicitly described by federal statute as permissible for investment by a national bank. |
| 24 | Section 4(c)(7)—Ownership or control of the shares of an investment company whose only activity is acquiring up to 5 percent of the voting share of a company or companies. |
| 26 | Section 4(c)(8)—Nonbanking activities determined to be closely related to banking and permissible upon compliance with applicable notice procedures. |
| 44 | Section 4(c)(9)—Owning or controlling voting shares of a company that is not engaged, directly or indirectly, in any activities in the United States other than those that are incidental to the international or foreign business of such company, in accordance with section 211.23(f)(3) of the Board’s Regulation K (12 C.F.R. 211.23(f)(3)). |
| 62 | Section 4(c)(13)—An investment in a company, other than one described in Legal Authority Code 10, made in accordance with section 211.5 of the Board’s Regulation K (12 C.F.R. 211.8 through 211.10). |
| 57 | Section 4(c)(14)—Owning shares of any company that is an export trading company in accordance with subpart C of the Board’s Regulation K (12 C.F.R. §§ 211.31-211.34). |
| 311 | Section 4(k)(1)(A)/4(k)(4)/4(k)(5)—Activities determined by statute or by the Board to be financial in nature or incidental to a financial activity. |
| 312 | Section 4(k)(1)(B)—Activities determined by the Board to be complementary to a financial activity. |

- 10 Section 25 or 25A of the Federal Reserve Act (12 U.S.C. §§ 601-604(a) and 611-631) – Establishment of a foreign branch; investment in a foreign bank; establishment of an Edge or agreement corporation; or an investment made or activity conducted by an Edge or agreement corporation in accordance with subpart A of the Board’s Regulation K (12 C.F.R. §§ 211.1 through 211.10).
- 68 Section 8(c) of the International Banking Act (12 U.S.C. § 3106) -- Grandfathered nonbanking activities of foreign banking organizations.
- 314 Section 46 of the Federal Deposit Insurance Act and Section 5136A of the National Bank Act—A financial subsidiary that a bank establishes under one of these provisions and that may conduct certain financial activities in addition to activities the bank may conduct directly.
- 104 A subsidiary of a state or national bank, other than a financial subsidiary described in Legal Authority code 314.
- 999 Other

Conversion Table for Legal Authority Codes

| Legal Authority | FR Y-10 & FR Y-10F Code | FR Y-6A & FR Y-7A Codes |
|--|----------------------------|--|
| BHC Act, Section 3 | 7 | 5, 6, 7, 8, 9, 87, 88, 89 |
| BHC Act, Section 4(c)(i)/4(c)(ii) | 14 | 13, 14 |
| BHC Act, Section 4(c)(1) | 17 | 15, 16, 17, 18 |
| BHC Act, Section 4(c)(5) | 22 | 22 |
| BHC Act, Section 4(c)(7) | 24 | 24 |
| BHC Act, Sec. 4(c)(8) | 26 | 25, 26, 34, 42, 69, 103, 106, 115, 116, 118, 120, 123, 124 |
| BHC Act, Sec. 4(c)(9) | 44 | 3, 44, 45, 46, 48, 84, 141 |
| BHC Act, Sec. 4(c)(13) | 62 | 53, 56, 62, 65, 75, 76, 77, 79, 80 |
| BHC Act, Section 4(c)(14) | 57 | 57 |
| BHC Act, Sec. 4(k)(1)(A)/4(k)(4)/4(k)(5) | 311 | 311 |
| BHC Act, Sec. 4(k)(1)(B) | 312 | 312 |
| Federal Reserve Act, Sections 25 and 25A | 10 | N/A |
| International Banking Act, Section 8(c) | 68 | 68 |

Conversion Table for Legal Authority Codes

| Legal Authority | FR Y-10 & FR Y-10F Code | FR Y-6A & FR Y-7A Codes |
|--|-------------------------|-------------------------|
| Section 46 of the Federal Deposit Insurance Act and Section 5136A of the National Bank Act | 314 | N/A |
| A subsidiary of a state or national bank, other than a financial subsidiary described in Legal Authority code 314. | 104 | 104, 105, 114 |
| Other | 999 | 19, 20, 21, 23, 999 |

Appendix B

Federal Reserve Board Activity Codes

Note: These codes are meant to be simple descriptions of permissible activities and are not intended to describe the conditions and limitations associated with an activity. Bank holding companies must conduct the activities described below subject to the conditions and limitations on the activity as described in the Bank Holding Company Act, the applicable Board Regulation under which the activity is conducted, and any applicable Board orders governing conduct of the activity. The Federal Reserve System will update Appendix B from time to time to add activities that the Board determines to be financial in nature or incidental to a financial activity.

A. Banking and other depository activities; Edge and agreement corporations

- 21AA Engaging in banking operations in the United States, when conducted by a U.S. bank (this code must be used to report commercial, savings, and cooperative banks located in the United States, other than limited charter banks).
- 00AA Owning, controlling, or operating a bank in the United States.
- 90AG Owning, controlling, or operating as a savings association.
- 02AA Owning, controlling, or operating as an industrial bank, Morris Plan bank, or industrial loan company.
- 20CC Owning, controlling, or operating as a credit card bank.
- 00BD Engaging in commercial and other banking activities outside the United States as permitted by sections 12 C.F.R. 211.8 through 211.10 of Regulation K.
- 00BA Engaging directly in the business of banking outside the United States, other than as permitted by sections 12 C.F.R. 211.3 and 211.4 of Regulation K.
- 00BE Conducting any activity in reliance on sections 12 C.F.R. 211.5 and 211.6 of Regulation K (this code must be used to report the activities of an Edge or agreement corporation; note, however, that an investment Edge or agreement corporation should choose from the codes in sections B through J below when reporting the activities of a company it controls).

B. Extending credit

- 31NA When conducted by a financial holding company, lending, exchanging, transferring, investing for others, or safeguarding money or securities (unless such activity is conducted directly by a U.S. bank or a U.S. office of a foreign bank).

- 01AA Making, acquiring, brokering, or servicing extensions of credit for the company's own account or for the account of others (excluding mortgage banking as described in code 01LB below).
- 01LB Making, acquiring, or servicing loans or other extensions of credit of the type that a mortgage banking company would make for the account of others. Examples include bond and mortgage activities, mortgage brokerage activities, and financing secured by real estate for construction projects.
- 06AF Leasing personal or real property, or acting as agent, broker, or adviser in leasing such property.

C. Activities related to extending credit

- 04AA Performing functions or activities that may be performed by a trust company, including acting as a fiduciary.
- 32CA Conducting a safe deposit business.
- 14AA Real estate and personal property appraising.
- 14AB Arranging commercial real estate equity financing.
- 90AC Providing a check-guaranty service.
- 90BQ Collecting overdue accounts receivable, either retail or commercial.
- 31BE Providing credit bureau services; providing employment histories to third parties for use in making credit decisions and to depository institutions and their affiliates for use in the ordinary course of business.
- 91FA Engaging under contract with a third party in asset management, servicing, and collection of assets (excluding properties acquired in satisfaction of debts previously contracted).
- 32CB Acquiring a debt in default (excluding properties acquired in satisfaction of debts previously contracted).
- 91AV Providing real estate settlement services.

D. Securities activities, derivatives transactions, and related activities

- 15AA Providing securities brokerage services as agent for third-party customers or affiliates.
- 91BC Buying and selling in the secondary market any type of securities as a "riskless-principal."
- 91AR Acting as an agent for the private placement of securities.

- 90BD Acting as futures commission merchant.
- 17AA Providing transactional services to customers as agent with respect to swaps, foreign exchange, or any type of derivative contract.
- 05AE Providing investment, financial, or economic advisory services.
- 90AB Underwriting or dealing in bank eligible securities, including government and municipal securities, as well as other securities that may be underwritten or dealt in by a bank directly.
- 31QA Underwriting, dealing in, or making a market in securities, such as corporate debt and equity securities conducted under Section 4(k)(4)(E) of the BHC Act. In addition to the above, company may also provide securities brokerage services.
- 91AQ Engaging as principal with respect to foreign exchange, swaps, or derivatives contracts.
- 90AE Buying and selling bullion and related activities.
- 31MA Organizing, sponsoring, or managing a mutual fund.
- 31BB Providing administrative and other services to mutual funds.
- 31RA Issuing or selling instruments representing interests in pools of assets permissible for a bank to hold directly.

E. Merchant banking and other investment activities

- 31UA Making investments as part of a bona fide underwriting, merchant or investment banking, or insurance company investment business. Notification of individual investments made when conducting this activity is not required unless the investment meets the size thresholds described in the instructions to forms FR Y-10 or FR Y-10F.
- 90BN Making venture capital investments (other than those described in activity code 31QA above), including investing in up to 5 percent of the outstanding shares of any class of voting securities of any company or companies (per Section 4(c)(7) of the BHC Act). This activity code should also be used to report investments activity in a registered Small business Investment Corporation in eligible Small business Administration type companies.

F. Support services

- 11BA Providing courier services.
- 91AC Printing and selling MICR-encoded items.

G. Insurance activities

- 31BA Underwriting, directly or indirectly as a reinsurer, life, health, disability, or medical insurance.
- 32GA Underwriting, directly or indirectly as a reinsurer, property, casualty, or title insurance.
- 32GB Underwriting annuities.
- 32GC Underwriting, directly or indirectly as a reinsurer, any other type of insurance not listed in codes 31BA, 32GA, 32GB above.
- 09BB Acting as, or supervising, an agent or broker selling insurance or annuities.
- 09EA Underwriting, directly or indirectly as a reinsurer, insurance that is directly related to an extension of credit by a bank holding company organization.

H. Other nonbanking and financial activities

- 12AA Providing management consulting services, consulting services to employee benefit, compensation, and insurance plans, or career counseling services.
- 07AA Engaging in community development activities by making investments or providing advisory services.
- 08AA Conducting data processing and data transmission activities.
- 31LA Travel agency activities.
- 31BC Owning shares of a securities exchange.
- 31BD Acting as a certification authority for digital signatures.
- 31EA Providing check cashing and wire transmission services.
- 13AA Issuing or selling at retail money orders and similar consumer-type payment instruments, selling savings bonds, and issuing and selling traveler's checks.

- 31HA In connection with offering banking services, providing notary public services, selling postage stamps and postage-paid envelopes, providing vehicle registration services, and selling public transportation tickets and tokens.
- 31IA Real estate title abstracting.
- 90BA Engaging in export trading company activities.

I. Activities that the Board has determined to be financial in nature or incidental to a financial activity.

- 32IA Acting as a finder in bringing together parties to transactions that the parties themselves negotiate and consummate.
- 32IB Lending exchanging, transferring, investing for others, or safeguarding financial assets other than money or securities.
- 32IC Providing any device or other instrumentality for transferring money or other financial assets.
- 32ID Arranging, effecting, or facilitating financial transactions for the account of third parties.

J. Servicing activities for which Board approval is not required.

These codes are appropriate only if the company engaging in them provides the service to or for the internal operations of its parent BHC or the BHC's subsidiaries. See section 225.22(b) of Regulation Y (12 C.F.R. § 225.22(b)).

- 97AA Issuing securities, including trust preferred shares, commercial paper, and long-term debt.
- 00AB Other holding company (other than a bank holding company) including, but not limited to, a company that holds or owns property used wholly or substantially by an affiliated bank holding company subsidiary, or reserved for its future use.
- 91CA Providing services to an affiliated bank holding company, including accounting, auditing, appraising, and/or providing personnel services, courier services, advertising, or public relations.
- 91CE Liquidating property acquired from a BHC subsidiary or acquired prior to the reporter becoming a BHC (excluding properties acquired in satisfaction of debts previously contracted).
- 91CD Other servicing activities.

Conversion Table for Activity Codes

| Activity Category | FR Y-10 & FR Y-10F Codes | FR Y-6A & FR Y-7A Codes |
|--|--------------------------|--|
| Banking and other depository activities; Edge and agreement corporations | 21AA | 20CD, 20CB, 20ND, 21AA, 21AB |
| | 00AA | 00AA |
| | 90AG | 90AG |
| | 02AA | 02AA |
| | 20CC | 01EA, 20CC |
| | 00BD | 00BD |
| | 00BA | 00BA |
| | 00BE | 00BE |
| Extending Credit | 31NA | 31NA |
| | 01AA | 01AA, 01LA, 01LC, 90BL |
| | 01LB | 01LB |
| | 06AF | 06AF |
| Activities related to extending credit | 04AA | 04AA |
| | 32CA | 32CA |
| | 14AA | 14AA |
| | 14AB | 14AB |
| | 90AC | 90AC |
| | 90BQ | 90BQ |
| | 31BE | 31BE, 90BM, 90BR |
| | 91FA | 91AF, 91FA |
| | 32CB | 32CB |
| | 91AV | 91AV |
| Securities activities, derivatives transactions, and related activities | 15AA | 15AA, 31DA, 91AB, 91AP |
| | 91BC | 91BC |
| | 91AR | 91AD, 91AR |
| | 90BD | 90BD, 91BE |
| | 17AA | 17AA, 91FB |
| | 05AE | 05AA, 05AB, 05AE, 05BA, 05BB, 05CA, 05CB, 31PA, 90AA, 90BE, 90BF, 90BH, 91AE, 91AK, 91AN, 91AS, 91BF |
| | 90AB | 90AB |

Conversion Table for Activity Codes

| Activity Category | FR Y-10 & FR Y-10F Codes | FR Y-6A & FR Y-7A Codes |
|--|--------------------------|--|
| Securities activities, derivatives transactions, and related activities (continued) | 31QA | 31QA, 91AG, 91AM, 91BD, 91BJ, 91BL, 96CA, 96CB, 96CD, 96CE |
| | 91AQ | 91AQ, 91AU, 91BG, 91BH, 91BK, 96CF |
| | 90AE | 90AE, 90AF, 91AT |
| | 31MA | 31MA |
| | 31BB | 31BB |
| | 31RA | 31RA |
| Merchant banking and other investment activities | 31UA | 31SA, 31TA, 31UA |
| | 90BN | 90BN, 90BO |
| Support services | 11BA | 11BA, 11BB |
| | 91AC | 91AC |
| Insurance activities | 31BA | 09AA, 10AA, 10AB, 31BA |
| | 32GA | 32GA |
| | 32GB | 32GB |
| | 32GC | 32GC |
| | 09BB | 09BB, 09BD, 09CA, 09DA, 09FA, 09GA, 91DA, 91DC |
| | 09EA | 09EA |
| Other nonbanking and financial activities | 12AA | 12AA, 31KA, 90BG, 90CC |
| | 07AA | 07AA, 91AH |
| | 08AA | 08AA, 08AB, 92AA |
| | 31LA | 31LA, 96EA |
| | 31BC | 31BC |
| | 31BD | 31BD |
| | 31EA | 31EA, 91AJ |
| | 13AA | 13AA, 91AA, 91FC |
| | 31HA | 31HA |
| | 31IA | 31IA |
| | 90BA | 90BA |
| Activities that the Board has determined to be financial in nature or incidental to a financial activity | 32IA | 32IA |
| | 32IB | 32IB |
| | 32IC | 32IC |
| | 32ID | 32ID |

Conversion Table for Activity Codes

| Activity Category | FR Y-10 & FR Y-10F Codes | FR Y-6A & FR Y-7A Codes |
|---|---|--|
| Servicing activities for which Board approval is not required | 97AA | 96DA, 97AA, 97AB, 98AA |
| | 00AB | 00AB |
| | 91CA | 91CA, 91CB, 91CC |
| | 91CE | 91BA, 91BB, 91CE |
| | 91CD | 91CD |

Appendix C

FR Y-10 Examples

1. Formation of a BHC and the initial acquisition of a bank and its two subsidiaries.
2. BHC and bank mergers and the acquisition of a subsidiary of the nonsurviving bank.
3. Increase in percent ownership.
4. Name change.
5. Acquisition of a bank with two classes of voting securities.
6. Acquisition of a subsidiary controlled in the aggregate within the organization.
7. Acquisition of a subsidiary controlled by means other than voting securities.
8. Total transfer of a subsidiary.
9. Partial transfer of a subsidiary.
10. Termination of all of a subsidiary's activity.
11. Liquidation of a subsidiary.
12. Sale of a subsidiary, and a subsidiary becomes no longer reportable.
13. Partial sale of a subsidiary.
14. Formation of a general partner, limited partner, and limited partnership.
15. Commencement of a Regulation K (Subpart A) investment.
16. Commencement of a Section 4(k) investment outside of the U.S. and post transaction notice of a financial activity.
17. Commencement of a merchant banking investment and post transaction notice of a financial activity.

Transaction Dates:

The transaction date is the date on which the event was first reflected on the company's accounting books. For example, if two BHCs merge together after the close of business on December 31, then the transaction date of the merger is January 1 because the two BHCs were separate companies on December 31 and their accounting books were not combined until January 1.

Board of Governors of the Federal Reserve System



Example 1:

Formation of Hometown Holding Company and the initial acquisition of Hometown Bank and its subsidiaries Hometown Services, Inc. and Hometown Foundation. In this example, Hometown Bank was not previously reportable on the FR Y-10. This is a typical report for a de novo BHC acquiring an existing bank and its subsidiaries.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only
ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name

 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | _____ County | 3.b. _____ City |
| _____ County | | _____ County |
| 4.a. _____ State/Province | _____ Country | _____ Zip/Postal Code |
| _____ Zip/Postal Code | | 4.b. _____ State/Province |
| | | _____ Country |
| | | _____ Zip/Postal Code |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
 Corporation General partnership Limited partnership
 Business trust Sole proprietorship Mutual
 Cooperative Limited liability partnership Limited liability corporation
 Other, please describe _____
 Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
 Not applicable SEC and CFTC SEC
 State securities department State insurance commissioner CFTC
 Other, please describe _____
 Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
 Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

- Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____
- Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____
- Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

- Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation
- Transaction Date (MM/DD/YYYY) _____
- If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name _____
 City _____ State/Province _____ Country _____
- Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

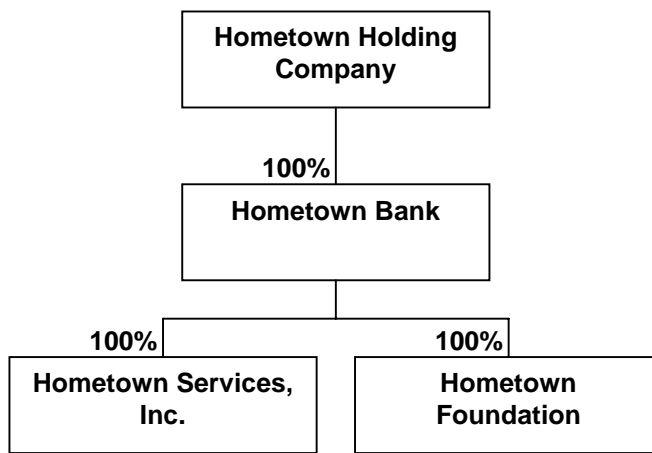
For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Illustration of Example 1 – Formation of a BHC and the initial acquisition of a bank and its two subsidiaries

Formation of Hometown Holding Company and the initial acquisition of Hometown Bank and its subsidiaries Hometown Services, Inc. and Hometown Foundation.



Board of Governors of the Federal Reserve System



Example 2:

Mergers of Central State Banking Corporation into Hometown Holding Company and Central State Bank into Hometown Bank. At the time of the merger Hometown Bank acquired a 50% interest in Ocean View Mortgage Company, that was previously held by Central State Bank. This is a typical report for the mergers of a BHC and its subsidiary bank into the reporter's organization.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Merger Schedule

If the merger involved more than one nonsurvivor, complete a separate Merger Schedule for each nonsurvivor. Also complete as appropriate an Investment and Activities Schedule and a Characteristics Schedule if there are related organizational changes.

Check one: Initial Correction

1. **Legal Date of Merger (MM/DD/YYYY)** _____

2. **Survivor Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____

3. **Nonsurvivor Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____

Item 4 applies to U.S. bank mergers involving a commercial bank, savings bank, savings and loan, private bank, non-depository trust company or industrial bank.

4. Did the head office of the nonsurvivor continue as a branch of the survivor? Yes No

| |
|-----------------------|
| FRB Use Only |
| ID_RSSD_E2 (s) _____ |
| ID_RSSD_E1 (ns) _____ |

Merger Schedule

If the merger involved more than one nonsurvivor, complete a separate Merger Schedule for each nonsurvivor. Also complete as appropriate an Investment and Activities Schedule and a Characteristics Schedule if there are related organizational changes.

Check one: Initial Correction

1. **Legal Date of Merger (MM/DD/YYYY)** _____

2. **Survivor Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____

3. **Nonsurvivor Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____

Item 4 applies to U.S. bank mergers involving a commercial bank, savings bank, savings and loan, private bank, non-depository trust company or industrial bank.

4. Did the head office of the nonsurvivor continue as a branch of the survivor? Yes No

| |
|-----------------------|
| FRB Use Only |
| ID_RSSD_E2 (s) _____ |
| ID_RSSD_E1 (ns) _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

- | | | |
|--|--|--|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | _____ County | 3.b. _____ City |
| _____ County | _____ Zip/Postal Code | _____ County |
| 4.a. _____ State/Province | _____ Country | 4.b. _____ State/Province |
| _____ Zip/Postal Code | _____ Country | _____ Zip/Postal Code |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
- | | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |
| Effective Date (leave blank for initial) _____ | | |

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
- | | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |
| Effective Date (leave blank for initial) _____ | | |

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
- Yes No
- Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Board of Governors of the Federal Reserve System



Example 3:

Increase in percent ownership of Ocean View Mortgage Company from 50% to 79%. This increase is reportable because the investment moved from the 25% to 50% range to the > 50% to < 80% range.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Board of Governors of the Federal Reserve System



Example 4:

Name change of Hometown Foundation to Carolina Cares, Inc.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Board of Governors of the Federal Reserve System



Example 5:

Acquisition by Hometown Holding Company of Beach Bank. Beach Bank has two different classes of voting securities. Hometown Holding Company holds 95% of Class A shares and 60% of Class B shares. On the FR Y-10, only the largest percentage is reported.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|---|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | 3.b. _____ City | _____ County |
| 4.a. _____ State/Province | 4.b. _____ State/Province | _____ Country |
| _____ | _____ | _____ Zip/Postal Code |
| _____ | _____ | _____ |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
 Corporation General partnership Limited partnership
 Business trust Sole proprietorship Mutual
 Cooperative Limited liability partnership Limited liability corporation
 Other, please describe _____
 Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
 Not applicable SEC and CFTC SEC
 State securities department State insurance commissioner CFTC
 Other, please describe _____
 Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
 Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 - Change in ownership/control
 - Commencement
 - Liquidation
 - No longer reportable
 - Sale
 - Transfer within the reporter's organizational structure
 - Other, please describe _____
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

Board of Governors of the Federal Reserve System



Example 6:

Acquisition of Southern Financial Advisors by Hometown Bank and Beach Bank. Each bank owns 20% of Southern Financial Advisors; therefore, it is controlled in the aggregate within the organization.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | _____ County | 3.b. _____ City |
| _____ County | _____ Zip/Postal Code | _____ County |
| 4.a. _____ State/Province | _____ Country | _____ Zip/Postal Code |
| _____ Zip/Postal Code | 4.b. _____ State/Province | _____ Country |
| | _____ Country | _____ Zip/Postal Code |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
 Corporation General partnership Limited partnership
 Business trust Sole proprietorship Mutual
 Cooperative Limited liability partnership Limited liability corporation
 Other, please describe _____
 Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
 Not applicable SEC and CFTC SEC
 State securities department State insurance commissioner CFTC
 Other, please describe _____
 Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
 Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 - Change in ownership/control
 - Commencement
 - Liquidation
 - No longer reportable
 - Sale
 - Transfer within the reporter's organizational structure
 - Other, please describe _____
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name

 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

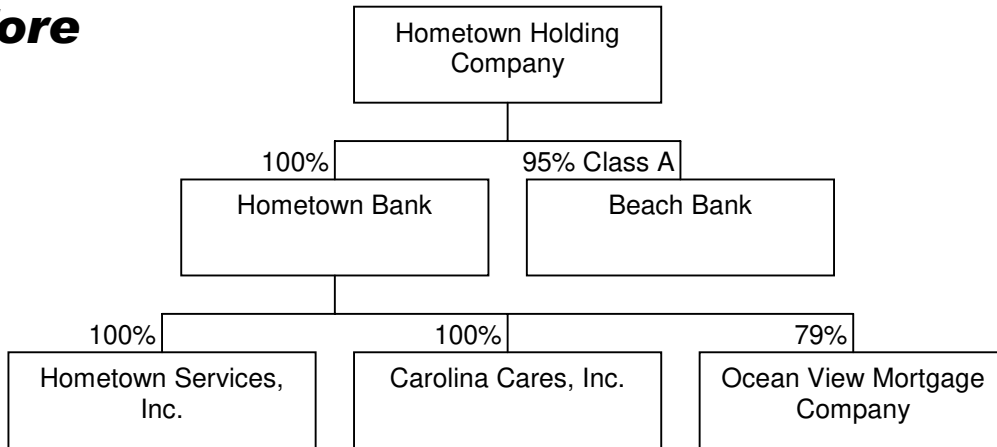
Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

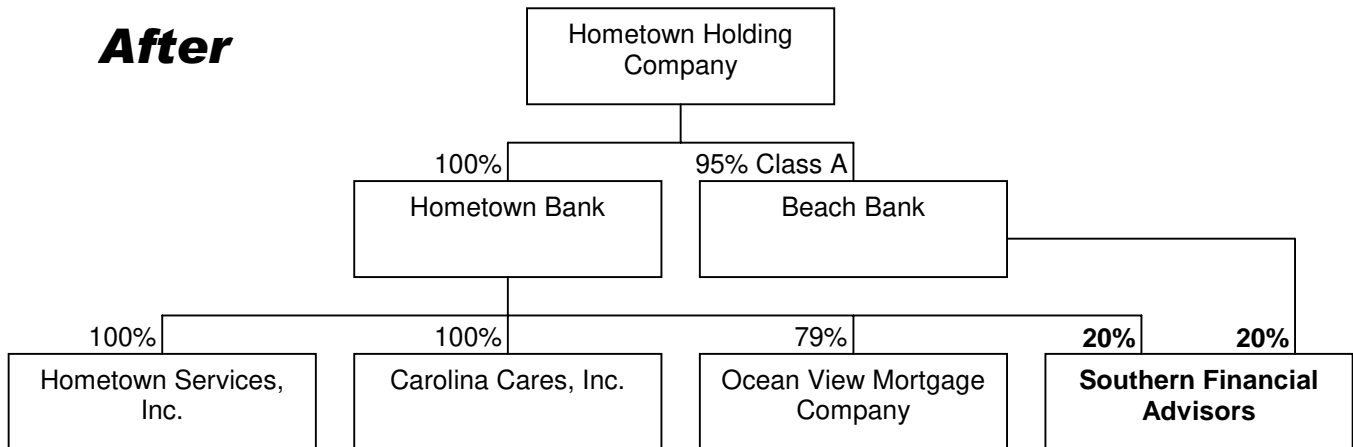
Illustration of Example 6 – Acquisition of a subsidiary controlled in the aggregate within the organization

Before



Acquisition of Southern Financial Advisors by Hometown Bank and Beach Bank. Each bank owns 20% of Southern Financial Advisors; therefore, it is controlled in the aggregate within the organization.

After



Board of Governors of the Federal Reserve System



Example 7:

Acquisition of City Housing Fund, LLC, which is controlled by Beach Bank through means other than voting securities.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | _____ County | 3.b. _____ City |
| _____ County | _____ Zip/Postal Code | _____ County |
| 4.a. _____ State/Province | _____ Country | _____ Zip/Postal Code |
| _____ Zip/Postal Code | 4.b. _____ State/Province | _____ Country |
| _____ Zip/Postal Code | _____ Zip/Postal Code | _____ Zip/Postal Code |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
 Corporation General partnership Limited partnership
 Business trust Sole proprietorship Mutual
 Cooperative Limited liability partnership Limited liability corporation
 Other, please describe _____
 Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
 Not applicable SEC and CFTC SEC
 State securities department State insurance commissioner CFTC
 Other, please describe _____
 Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
 Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 - Change in ownership/control
 - Commencement
 - Liquidation
 - No longer reportable
 - Sale
 - Transfer within the reporter's organizational structure
 - Other, please describe _____
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Board of Governors of the Federal Reserve System



Example 8:

Total transfer of Hometown Services, Inc. from Hometown Bank to Hometown Holding Company.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____, Printed Name & Title,

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Board of Governors of the Federal Reserve System



Example 9:

Partial transfer of Ocean View Mortgage Company from Hometown Bank to Beach Bank. Hometown Bank transferred 25% of its interest to Beach Bank leaving 54% ownership interest with Hometown Bank. Beach Bank's acquisition of its 25% interest is reported as a commencement. No Investments and Activities Schedule is completed for Hometown Bank's change in voting interest because the new percentage is not outside the previously reported range.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

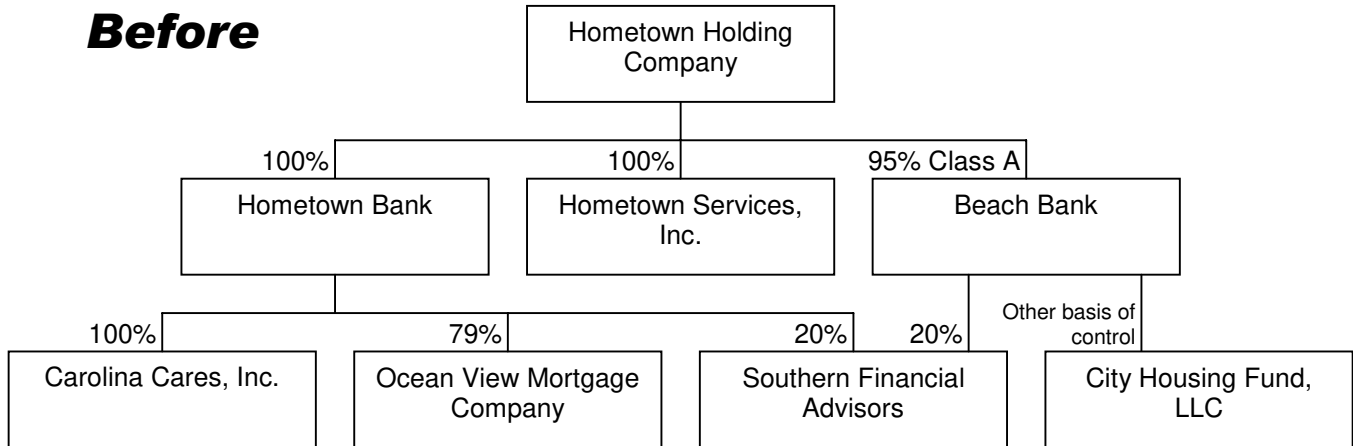
Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

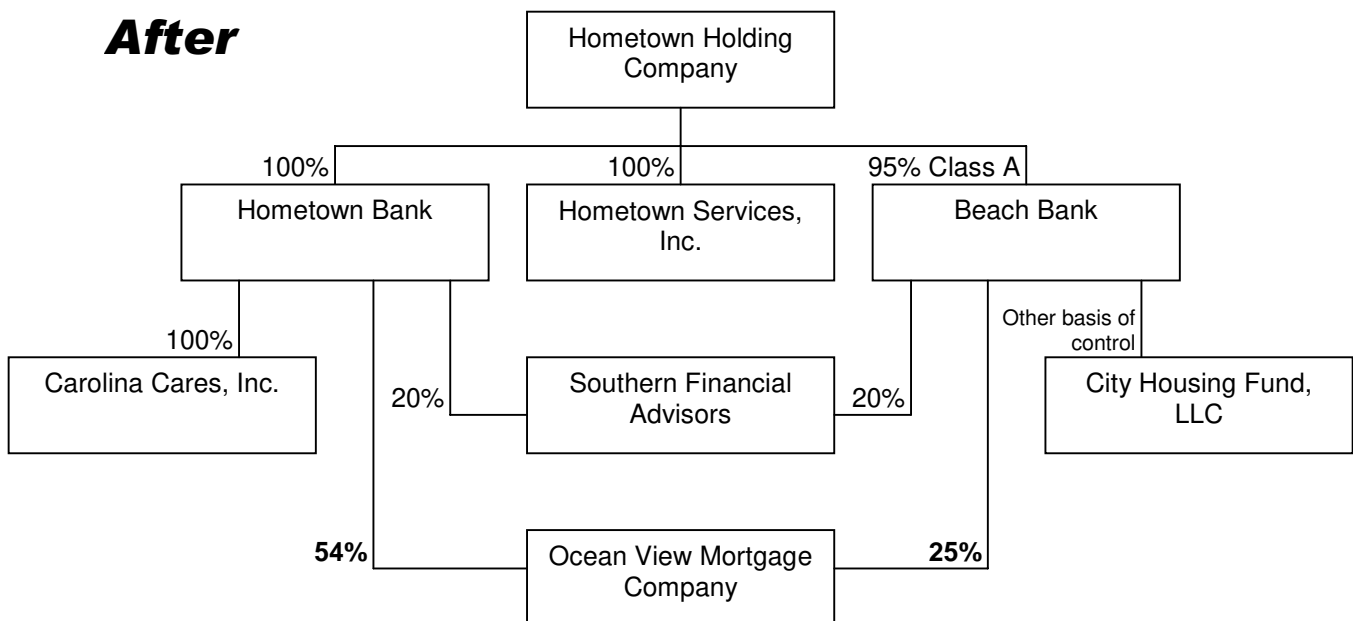
Illustration of Example 9 – Partial transfer of a subsidiary

Before



Partial transfer of Ocean View Mortgage Company from Hometown Bank to Beach Bank. Hometown Bank transferred 25% of its interest to Beach Bank leaving 54% ownership interest with Hometown Bank.

After



Board of Governors of the Federal Reserve System



Example 10:
Termination of all activities of Carolina Cares, Inc.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

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FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 - Change in ownership/control
 - Commencement
 - Liquidation
 - No longer reportable
 - Sale
 - Transfer within the reporter's organizational structure
 - Other, please describe _____
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

Board of Governors of the Federal Reserve System



Example 11:
Liquidation of Carolina Cares, Inc.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name _____
Street Address _____
City/County _____
State/Province/Country _____ Zip/Postal Code _____

Submission Date

MM / DD / YYYY _____
Reporter's Mailing Address (if different from street address) _____
Mailing City _____
Mailing State/Province/Country, Zip/Postal Code _____

Contact's Name and Mailing Address for this Report

Name and Title _____
Phone Number _____
Fax Number _____
E-mail Address _____

Contact's Mailing Address (if different from above) _____
Mailing City _____
Mailing State/Province/Country, Zip/Postal Code _____

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer _____ Date of Signature _____

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes **If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.**

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

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FRB Use Only
ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name

 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Board of Governors of the Federal Reserve System



Example 12:

Sale of Hometown Bank's entire 20% interest in Southern Financial Advisors, which previously was controlled in the aggregate within the Hometown Holding Company organization. As a result, Southern Financial Advisors is no longer controlled in the aggregate and the 20% investment of Beach Bank in Southern Financial Advisors is now no longer reportable.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

| | | |
|--|---|--|
| <input type="checkbox"/> Change in ownership/control | <input type="checkbox"/> No longer reportable | <input type="checkbox"/> Transfer within the reporter's organizational structure |
| <input type="checkbox"/> Commencement | <input type="checkbox"/> Sale | <input type="checkbox"/> Other, please describe _____ |
| <input type="checkbox"/> Liquidation | | |
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Board of Governors of the Federal Reserve System



Example 13:

Sale of Hometown Bank's entire 54% interest in Ocean View Mortgage Company. Hometown Holding Company still holds a 25% interest in Ocean View Mortgage Company through Beach Bank.

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

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FRB Use Only

ID_RSSD _____

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name

 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Board of Governors of the Federal Reserve System



Example 14:

Formation by Hometown Bank of two corporations: Hometown General Partner, Inc. and Hometown Limited Partner, Inc. The bank owns 100% of the voting shares in both companies. Hometown General Partner, Inc. and Hometown Limited Partner, Inc. jointly form a limited partnership, Hometown Investors, LP. Hometown General Partner, Inc. is the sole general partner and therefore holds 100% voting interest in the limited partnership. Hometown Limited Partner, Inc. is the sole limited partner and therefore holds 100% of the limited partnership shares. The limited partner interest is deemed controlling under Regulation Y and should be reported as "other basis of control" on the Investments and Activities Schedule.

Report of Changes Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|---|---|--|
| <p>1.a. _____ Legal Name</p> <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> <p>3.a. _____ City</p> <p>4.a. _____ State/Province</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> <p>3.b. _____ City</p> <p>4.b. _____ State/Province</p> | <p>_____ Effective Date of Name Change</p> <p>_____ Effective Date of Relocation</p> <p>_____ County</p> <p>_____ County</p> <p>_____ Zip/Postal Code</p> <p>_____ Zip/Postal Code</p> |
|---|---|--|

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
 Corporation General partnership Limited partnership
 Business trust Sole proprietorship Mutual
 Cooperative Limited liability partnership Limited liability corporation
 Other, please describe _____
 Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
 Not applicable SEC and CFTC SEC
 State securities department State insurance commissioner CFTC
 Other, please describe _____
 Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
 Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name _____

 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

- | | | |
|--|--|--|
| 1.a. _____ Legal Name | 1.b. _____ If name change occurred, Legal Name prior to the change | _____ Effective Date of Name Change |
| 2.a. _____ Current Street Address (for BHCs and depository institutions only) | 2.b. _____ If relocation occurred, Address prior to the relocation | _____ Effective Date of Relocation |
| 3.a. _____ City | _____ County | 3.b. _____ City |
| _____ Zip/Postal Code | _____ Country | _____ County |
| 4.a. _____ State/Province | _____ Country | 4.b. _____ State/Province |
| _____ Zip/Postal Code | _____ Country | _____ Zip/Postal Code |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
- | | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |
| Effective Date (leave blank for initial) _____ | | |

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
- | | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |
| Effective Date (leave blank for initial) _____ | | |

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

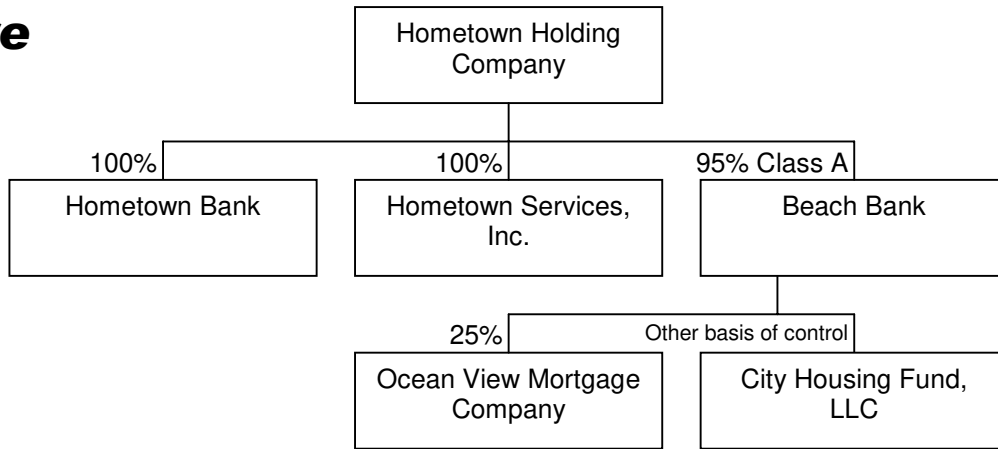
Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

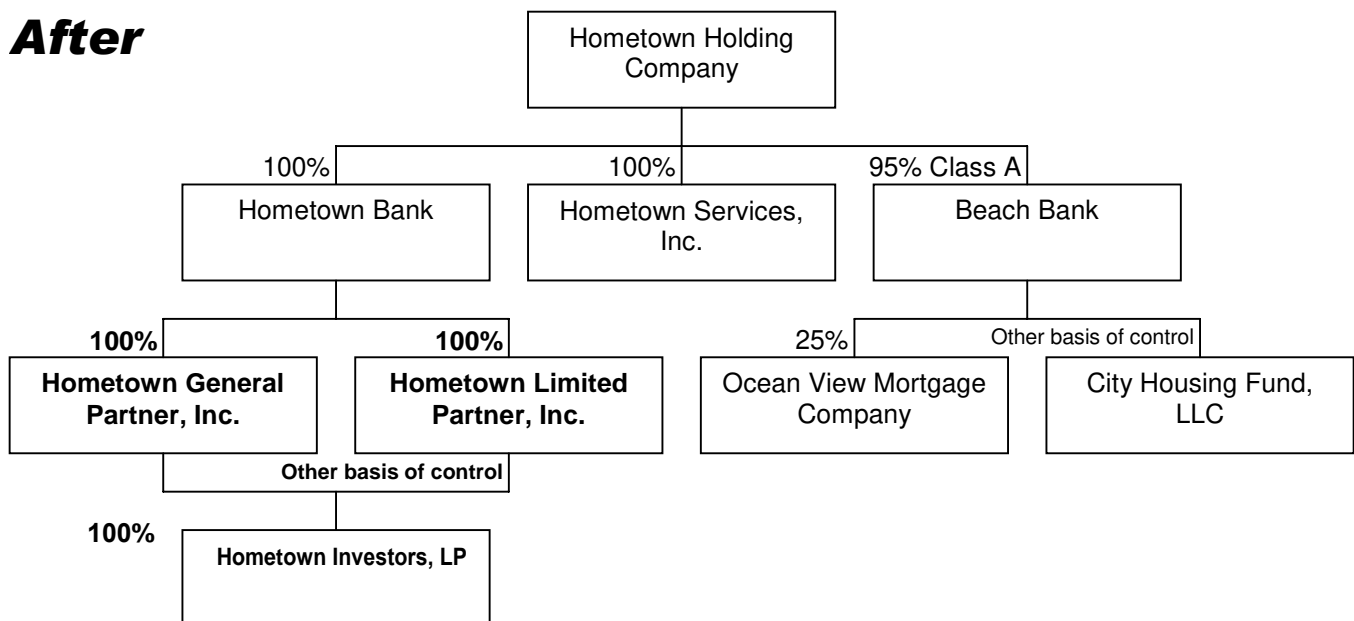
Illustration of Example 14 – Formation of a limited partnership

Before



This example provides guidance for reporting multiple investments by the same Reporter in companies that issue multiple classes of voting securities. Hometown G.P., Inc. and Hometown L.P., Inc., which are wholly owned subsidiaries of the same Reporter, have made investments in, Hometown Investors, LP. Hometown G.P., Inc. is the sole general partner of the limited partnership and therefore owns 100% of a class of voting securities under Reg Y. Hometown L.P., Inc. is the sole limited partner in the limited partnership. Following a review by FRB staff, this investment has been deemed as a controlling investment because 1) it comprises a significant portion of the investee's total equity or 2) represented a controlling interest in a voting security as defined by Reg Y. This investment is reported as Other Basis of Control in all cases.

After



Board of Governors of the Federal Reserve System



Example 15:

Acquisition by Hometown Bank of Simply Cellular Service, London, England, under the legal authority of Regulation K (Subpart A).

Report of Changes in Organizational Structure—FR Y-10

Cover Page

Reporter's Name and Address

Legal Name

Street Address

City/County

State/Province/Country

Zip/Postal Code

Submission Date

MM / DD / YYYY

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number

Fax Number

E-mail Address

Contact's Mailing Address (if different from above)

Mailing City

Mailing State/Province/Country, Zip/Postal Code

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

- | | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
- | | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |
- Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
- | | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |
- Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

2. **Reportable Company Name and Location**

Legal Name _____
 City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
 City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Board of Governors of the Federal Reserve System



Example 16:

Acquisition by Hometown Holding Company of Offshore Leasing Ltd., Hamilton, Bermuda, under the legal authority of Section 4(k) of the BHC Act. Hometown Holding Company has previously elected to become a Financial Holding Company pursuant to provisions of the Gramm-Leach-Bliley Act. The post-transaction notice section of the Investments and Activities Schedule must also be completed because this is a de novo commencement of the leasing activity under Section 4(k).

Report of Changes

Cover Page

Reporter's Name and Address

Legal Name _____

Street Address _____

City/County _____

State/Province/Country _____ Zip/Postal Code _____

Submission Date

MM / DD / YYYY _____

Reporter's Mailing Address (if different from street address) _____

Mailing City _____

Mailing State/Province/Country, Zip/Postal Code _____

Contact's Name and Mailing Address for this Report

Name and Title _____

Phone Number _____

Fax Number _____

E-mail Address _____

Contact's Mailing Address (if different from above) _____

Mailing City _____

Mailing State/Province/Country, Zip/Postal Code _____

Authorized Officer

I, _____, Printed Name & Title,

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer _____ Date of Signature _____

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

| | |
|--------------|-------|
| FRB Use Only | _____ |
| ID_RSSD | _____ |

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

| | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:

| | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:

| | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |

Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
 Yes No
Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent)
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

2. **Reportable Company
Name and Location**

Legal Name _____
City _____ State/Province _____ Country _____

3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)

- Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation

2. Transaction Date (MM/DD/YYYY) _____

3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____
City _____ State/Province _____ Country _____

4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|---|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| 4.b. Exact percentage of nonvoting equity _____ | |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

Board of Governors of the Federal Reserve System



Report of Changes Cover Page

Example 17:

Acquisition by Hometown Holding Company of Hometown Capital Partners, LLC, a merchant banking subsidiary. Hometown Holding Company has previously elected to become a Financial Holding Company pursuant to provisions of the Gramm-Leach-Bliley Act. Since this is the first time a merchant banking activity has been conducted by Hometown Holding Company, the post transaction notice of a financial activity must also be completed. Hometown Capital Partners, LLC made a reportable merchant banking investment in GreenGrass.com, LLC. The investment in GreenGrass.com is considered a large merchant banking investment, but does not meet the FR Y-10 criteria for a controlled investment. Only Sections A and C of the Investments and Activities Schedule are completed to report this investment.

Reporter's Name and Address

Submission Date

Legal Name

MM / DD / YYYY

Street Address

Reporter's Mailing Address (if different from street address)

City/County

Mailing City

State/Province/Country

Zip/Postal Code

Mailing State/Province/Country, Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Contact's Mailing Address (if different from above)

Phone Number

Mailing City

Fax Number

Mailing State/Province/Country, Zip/Postal Code

E-mail Address

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10?

Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

No

Public reporting burden for the information collection is estimated to average 1.25 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to an information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844(c)), Section 9 of the Federal Reserve Act (FRA) (12 U.S.C. 321), Section 25 of the FRA (12 U.S.C. 601-604a), Section 25A of the FRA (12 U.S.C. 611-631), Regulation K (12 CFR part 211), and Regulation Y (12 CFR part 225).

FRB Use Only

ID_RSSD _____

Characteristics Schedule

Use this schedule to report initial and revised information for a reportable company.

Check one: Initial Update Correction

Section A—Name and Address of the Reportable Company

- | | | |
|--|--|--|
| <p>1.a. _____ Legal Name</p> | <p>1.b. _____ If name change occurred, Legal Name prior to the change</p> | <p>_____ Effective Date of Name Change</p> |
| <p>2.a. _____ Current Street Address (for BHCs and depository institutions only)</p> | <p>2.b. _____ If relocation occurred, Address prior to the relocation</p> | <p>_____ Effective Date of Relocation</p> |
| <p>3.a. _____ City</p> <p>_____ County</p> | <p>3.b. _____ City</p> <p>_____ County</p> | |
| <p>4.a. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | <p>4.b. _____ State/Province</p> <p>_____ Country</p> <p>_____ Zip/Postal Code</p> | |

Section B—Other Characteristics of the Reportable Company

Item 1 is required for BHCs and depository institutions only:

1. Date Opened (MM/DD/YYYY) _____

Item 2 is required for BHCs only:

2. Fiscal Year End (MM/DD) _____
Effective Date (MM/DD/YYYY) (leave blank for initial) _____

3. Business Entity Type (see instructions for list) _____
Other, please describe _____
Effective Date (leave blank for initial) _____

4. Organization Type:
- | | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Business trust | <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Mutual |
| <input type="checkbox"/> Cooperative | <input type="checkbox"/> Limited liability partnership | <input type="checkbox"/> Limited liability corporation |
| <input type="checkbox"/> Other, please describe _____ | | |
- Effective Date (leave blank for initial) _____

Items 5 and 6 are required for nonbanking companies only:

5. If the reportable company is a functionally regulated subsidiary, please indicate its functional regulator:
- | | | |
|---|---|-------------------------------|
| <input type="checkbox"/> Not applicable | <input type="checkbox"/> SEC and CFTC | <input type="checkbox"/> SEC |
| <input type="checkbox"/> State securities department | <input type="checkbox"/> State insurance commissioner | <input type="checkbox"/> CFTC |
| <input type="checkbox"/> Other, please describe _____ | | |
- Effective Date (leave blank for initial) _____

6. Is the reportable company a financial subsidiary of a U.S. commercial bank?
- Yes No
- Effective Date (leave blank for initial) _____

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD | _____ |
| COUNTY_CD | _____ |
| CNTRY_CD | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

- Direct Holder (Parent) Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____
- Reportable Company Name and Location**
 Legal Name _____
 City _____ State/Province _____ Country _____
- Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

- Transaction Type (check one)
 Change in ownership/control No longer reportable Transfer within the reporter's organizational structure
 Commencement Sale Other, please describe _____
 Liquidation
- Transaction Date (MM/DD/YYYY) _____
- If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

 Legal Name

 City _____ State/Province _____ Country _____
- Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |

Investments and Activities Schedule

Use this schedule to report initial organizational structure and activities as well as changes to previously reported organizational structure and activities.

Check one: Initial Update Correction

Section A—Direct Holder and Reportable Company

1. **Direct Holder (Parent) Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
2. **Reportable Company Name and Location**

Legal Name _____

City _____ State/Province _____ Country _____
3. Is the reportable company consolidated in the reporter's financial statements? Yes No

Section B—Investments

1. Transaction Type (check one)
 - Change in ownership/control
 - No longer reportable
 - Transfer within the reporter's organizational structure
 - Commencement
 - Sale
 - Other, please describe _____
 - Liquidation
2. Transaction Date (MM/DD/YYYY) _____
3. If the transaction type is Transfer within the reporter's organizational structure, please list below the name and location of the former direct holder.

Legal Name _____

City _____ State/Province _____ Country _____
4. Ownership/Control by the Direct Holder:

| BHCs and Banks Only | Nonbanking Companies or Interests Held under Subpart A or C of Regulation K |
|--|--|
| 4.a. Exact percentage of the outstanding shares in a class of voting securities _____ 4.b. Exact percentage of nonvoting equity _____ | 4.c. Ownership interest in a class of voting securities <input type="checkbox"/> 80% or more <input type="checkbox"/> 25% to 50% <input type="checkbox"/> > 50% to < 80% <input type="checkbox"/> < 25% but 25% or more in the aggregate within the reporter's organization. |
| All Companies (see Instructions) | |
| 4.d. Other basis of control <input type="checkbox"/> Yes <input type="checkbox"/> No | |

Continue to page 4 for Sections C and D

Investments and Activities Schedule—Continued

Reportable Company _____
Legal Name (from Section A, item 2)

Section C—Reportable merchant banking and insurance company investments

1. Percentage interest in the reportable company _____ Voting equity or other ownership interest
 Assets
2. Cost of Investment \$ _____ (in millions of dollars)
3. Transaction Date (MM/DD/YYYY) _____

Section D—Activities

For FRS Activity Codes, see Appendix B of the instructions

| Activity | Transaction Type | Transaction Date | Legal Authority Code | FRS Activity or NAICS Code | Description of Activity |
|------------------------------------|---|------------------|----------------------|----------------------------|-------------------------|
| <i>Item 1 is required for FHCs</i> | | | | | |
| 1. | Post transaction notice of a financial activity conducted under section 4(k) of the BHC Act | | | | |
| 1.a. | New Commencement | _____ | _____ | _____ | _____ |
| 1.b. | New Commencement | _____ | _____ | _____ | _____ |
| 1.c. | New Commencement | _____ | _____ | _____ | _____ |
| 2. | Primary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 3. | Secondary <input type="checkbox"/> Commencement <input type="checkbox"/> Update | _____ | _____ | _____ | _____ |
| 4. | Termination of any activity | _____ | _____ | _____ | _____ |

| | |
|--------------|-------|
| FRB Use Only | |
| ID_RSSD_E1 | _____ |
| ID_RSSD_E2 | _____ |